



Q4 and FY21 Earnings Presentation

May 27, 2021

Q4 and FY21 Earnings Call Agenda

I. Introduction	Crystal Gordon SVP and General Counsel
II. Operational Highlights	Chris Bradshaw President and CEO
III. Financial Review	Jennifer Whalen SVP and CFO
IV. Concluding Remarks	Chris Bradshaw President and CEO
V. Questions & Answers	

Cautionary Statement Regarding Forward-Looking Statements

This presentation contains “forward-looking statements.” Forward-looking statements represent Bristow Group Inc.’s (the “Company”) current expectations or forecasts of future events. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “project,” or “continue,” or other similar words. These statements are made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, reflect management’s current views with respect to future events and therefore are subject to significant risks and uncertainties, both known and unknown. The Company’s actual results may vary materially from those anticipated in forward-looking statements. The Company cautions investors not to place undue reliance on any forward-looking statements.

Forward-looking statements speak only as of the date of the document in which they are made. The Company disclaims any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in the Company’s expectations or any change in events, conditions or circumstances on which the forward-looking statement is based that occur after the date hereof. Risks that may affect forward-looking statements include, but are not necessarily limited to, those relating to: the COVID-19 pandemic and related economic repercussions have resulted, and may continue to result, in a decrease in the price of and demand for oil, which has caused, and may continue to cause, a decrease in the demand for our services; expected cost synergies and other benefits of the merger (the “Merger”) of the entity formerly known as Bristow Group Inc. (“Old Bristow”) and Era Group Inc. (“Era”) might not be realized within the expected time frames, might be less than projected or may not be realized at all; the ability to successfully integrate the operations, accounting and administrative functions of Era and Old Bristow; managing a significantly larger company than before the completion of the Merger; diversion of management time on issues related to integration of the companies; the increase in indebtedness as a result of the Merger; operating costs, customer loss and business disruption following the Merger, including, without limitation, difficulties in maintaining relationships with employees and customers, may be greater than expected; our reliance on a limited number of customers and the reduction of our customer base as a result of bankruptcies or consolidation; the possibility that we may be unable to maintain compliance with covenants in our financing agreements; fluctuations in worldwide prices of and demand for oil and natural gas; fluctuations in levels of oil and natural gas exploration, development and production activities; fluctuations in the demand for our services; the possibility that we may impair our long-lived assets, including goodwill, inventory, property and equipment and investments in unconsolidated affiliates; our ability to implement operational improvement efficiencies with the objective of rightsizing our global footprint and further reducing our cost structure; the possibility of significant changes in foreign exchange rates and controls, including as a result of the U.K. having exited from the European Union (“E.U.”) (“Brexit”); the impact of continued uncertainty surrounding the effects Brexit will have on the British, E.U. and global economies and demand for oil and natural gas; potential effects of increased competition; the risk of future material weaknesses we may identify while we work to align policies, principles, and practices of the combined company following the Merger or any other failure by us to maintain effective internal controls; the possibility that we may be unable to re-deploy our aircraft to regions with greater demand; the possibility of changes in tax and other laws and regulations, and policies, including, without limitation, actions of the Biden Administration that impact oil and gas operations or favor renewable energy projects in the U.S.; the possibility that we may be unable to dispose of older aircraft through sales into the aftermarket; general economic conditions, including the capital and credit markets; the possibility that segments of our fleet may be grounded for extended periods of time or indefinitely; the existence of operating risks inherent in our business, including the possibility of declining safety performance; the possibility of political instability, war or acts of terrorism in any of the countries where we operate; the possibility that reductions in spending on aviation services by governmental agencies could lead to modifications of our search and rescue (“SAR”) contract terms with the U.K. government, our contracts with the Bureau of Safety and Environmental Enforcement (“BSEE”) or delays in receiving payments under such contracts; and our reliance on a limited number of helicopter manufacturers and suppliers. You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date hereof. New risks and uncertainties arise from time to time, and it is impossible for us to predict these matters or how they may affect us. We have included important factors in the section entitled “Risk Factors” in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2021, which we believe over time, could cause our actual results, performance or achievements to differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements. You should consider all risks and uncertainties disclosed in the Proxy Statement and in our filings with the United States Securities and Exchange Commission (the “SEC”), all of which are accessible on the SEC’s website at www.sec.gov.

Non-GAAP Financial Measures Reconciliation

Non-GAAP

In addition to financial results calculated in accordance with U.S. generally accepted accounting principles (“GAAP”), this presentation includes certain non-GAAP measures including EBITDA, Adjusted EBITDA, Net Debt, Free Cash Flow and Adjusted Free Cash Flow.

EBITDA and Adjusted EBITDA are presented as supplemental measures of the Company’s operating performance. EBITDA is defined as Earnings before Interest expense, Taxes, Depreciation and Amortization. Adjusted EBITDA is defined as EBITDA further adjusted for special items that occurred during the reporting period and noted in the applicable reconciliation. Since neither EBITDA nor Adjusted EBITDA is a recognized term under GAAP they should not be used as an indicator of, or an alternative to, net income as a measure of operating performance. In addition, EBITDA and Adjusted EBITDA are not intended to be measures of free cash flow available for discretionary use, as they do not take into account certain cash requirements, such as debt service requirements. Because the definitions of EBITDA and Adjusted EBITDA (or similar measures) may vary among companies and industries, they may not be comparable to other similarly titled measures used by other companies.

Free Cash Flow represents the Company’s net cash provided by operating activities plus proceeds from disposition of property and equipment, less expenditures related to purchases of property and equipment. Adjusted Free Cash Flow is Free Cash Flow adjusted to exclude professional services fees and other costs paid in relation to the Merger, the implementation of fresh-start accounting and the voluntary petitions filed by Old Bristow and certain of its subsidiaries on May 11, 2019, in the U.S. Bankruptcy Court for the Southern District of Texas, Houston Division seeking relief under Chapter 11 of Title 11 of the U.S. Code (the “Chapter 11 Cases”). Management believes that the use of Adjusted Free Cash Flow is meaningful as it measures the Company’s ability to generate cash from its business after excluding cash payments for special items. Management uses this information as an analytical indicator to assess the Company’s liquidity and performance. However, investors should note numerous methods may exist for calculating a company’s free cash flow. As a result, the method used by management to calculate Adjusted Free Cash Flow may differ from the methods used by other companies to calculate their free cash flow.

The Company also presents Net Debt, which is a non-GAAP measure, defined as total principal balance on borrowings less unrestricted cash and cash equivalents.

Each of these non-GAAP measures has limitations and therefore should not be used in isolation or as a substitute for the amounts reported in accordance with GAAP. A reconciliation of each of EBITDA, Adjusted EBITDA, Adjusted EBITDA excluding gains or losses on asset dispositions, Free Cash Flow, Adjusted Free Cash Flow, and Net Debt is included elsewhere in this presentation.

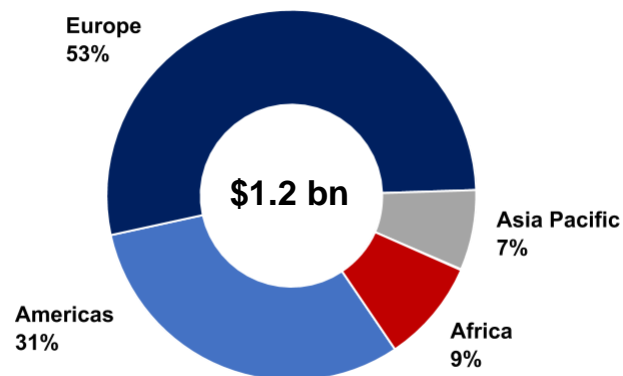
Pro Forma

This presentation also includes certain financial information provided on a “pro forma” basis to reflect the consummation of the Merger and certain related transactions. The pro forma results were prepared by combining the pre-merger results of operations of Bristow Group and Old Era without further adjustment. As a result, we believe our pro forma information are non-GAAP financial measures. Pro forma financial information does not necessarily reflect the actual results that we would have achieved had the pro forma transactions been consummated on the date or dates indicated nor does it reflect our potential future results.

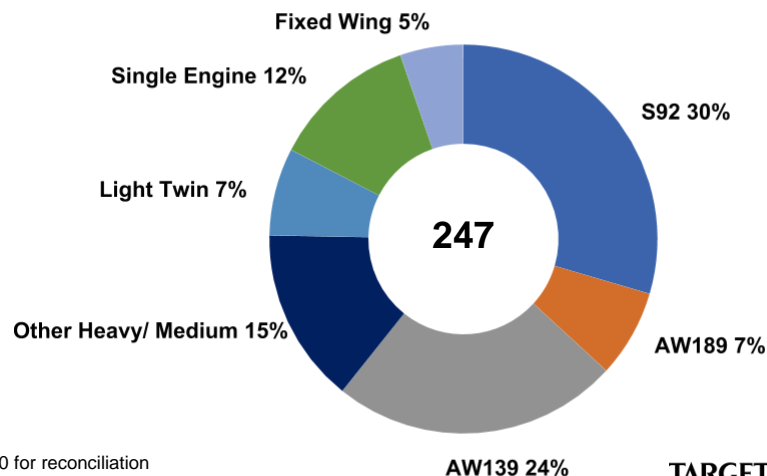
Global Leadership Position in Helicopter Industry

- Leading global provider of vertical flight solutions, primarily offshore oil and gas personnel transportation, with significant end market diversification from government services contracts
 - Pro forma FY21 revenues of \$1.2 billion⁽¹⁾
 - Diverse fleet of 247 aircraft; primarily owned (80%) with attractive lease rates on the balance of the fleet
 - 3,168 employees, including 833 pilots and 824 mechanics⁽²⁾
- Bristow and Era merged on June 11, 2020, forming a larger, more diverse industry leader
 - **+\$50mm** annual run-rate synergies expected with **~\$30mm** annual run-rate savings achieved at 3/31/21
 - Legacy Bristow was the accounting acquirer
 - Periods prior to the merger only include operating results of legacy Bristow Group Inc.
 - Headquartered in Houston, TX and publicly traded on the NYSE (Ticker: VTOL)

Revenue by Region ⁽¹⁾



Aircraft Fleet ⁽²⁾



Key Financial Highlights

\$284.1mm Available Liquidity^{(1) (2)}

\$346.0mm Net Debt⁽²⁾

\$54.9mm Q4 FY21 Adjusted Free Cash Flow⁽³⁾

\$183.0mm Pro Forma LTM Adj. EBITDA⁽⁴⁾

- In Q4 FY21, closed debt offering of \$400.0 million 6.875% senior secured notes due March 2028, utilizing proceeds and cash to repay approximately \$484.7 million in debt
- Repurchased 448,252 shares for gross consideration of \$10.0 million in FY21
- Unfunded capital commitments for aircraft purchases may be canceled without further liability other than forfeiture of previously paid deposits of \$2.1 million

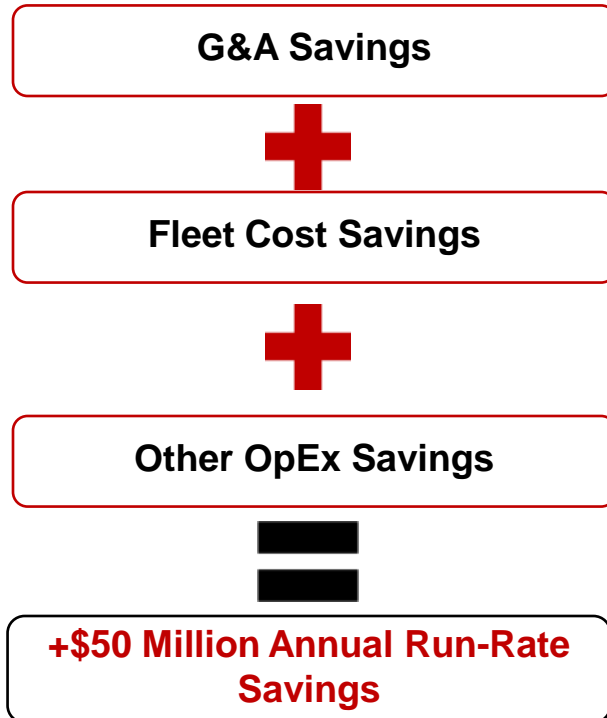
(1) Amounts shown as of 3/31/2021

(2) Comprised of \$228.0 million in unrestricted cash balances and \$56.1 million of remaining availability under ABL Facility. See page 13 for reconciliation

(3) See page 18 for reconciliation of Adjusted Free Cash Flow

(4) See page 17 for reconciliation of Pro forma LTM Adjusted EBITDA

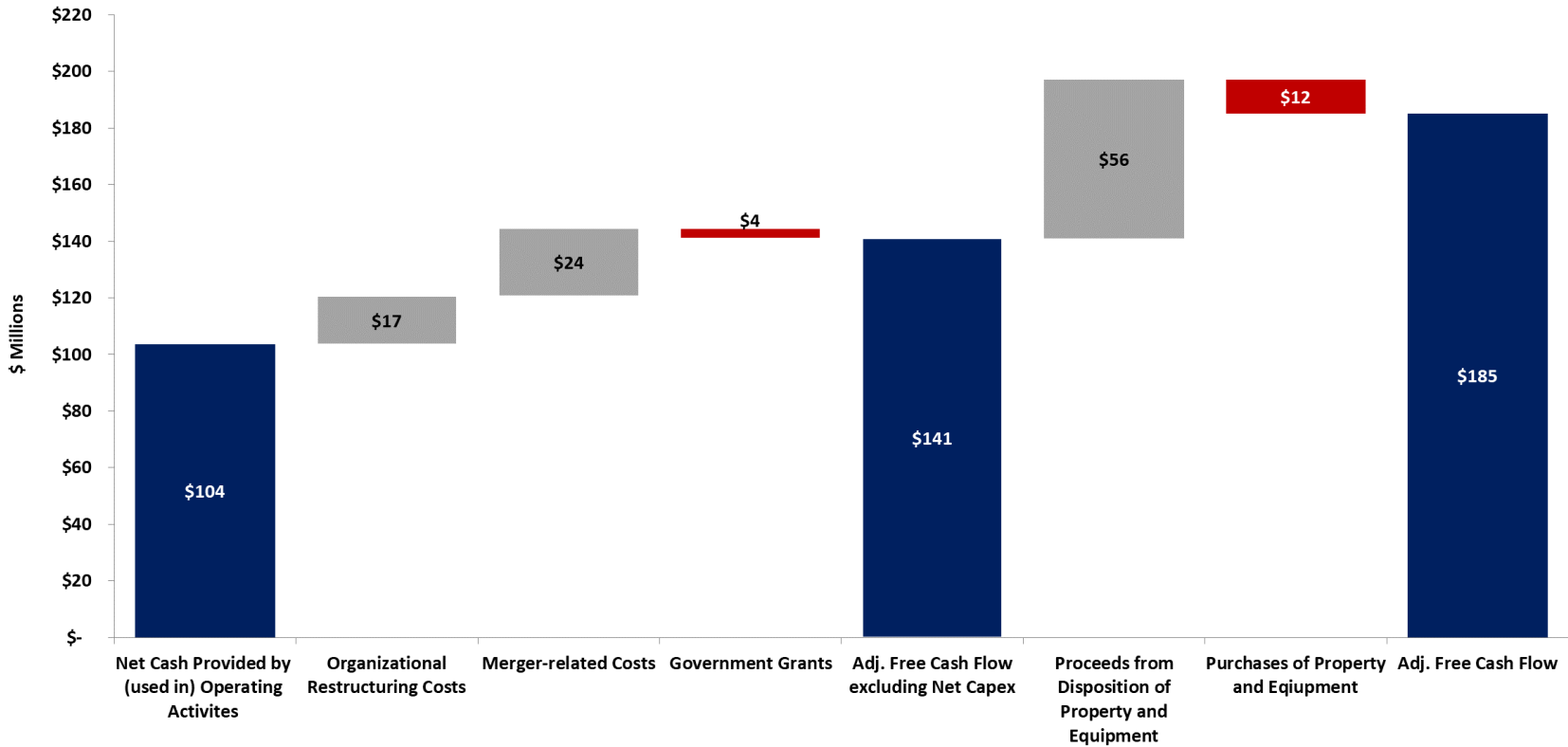
Substantial and Highly Achievable Cost Synergies



- ✓ Elimination of redundant corporate expenses
- ✓ Realization of operational efficiencies in the U.S. Gulf of Mexico
- ✓ Optimization of aircraft maintenance programs and fleet utilization
- ✓ Synergies expected to be realized within the first 24 months following the close of the Merger

As of March 31th, synergy projects representing ~\$30mm of annualized run-rate savings have been completed

Strong Free Cash Flow Generation Since Merger

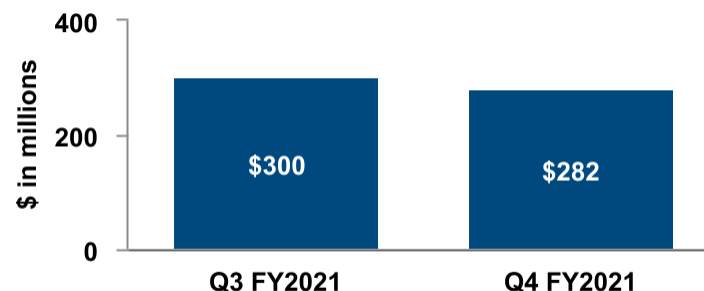


Bristow generated \$141 million of Adj. Free Cash Flow Excluding Net Capex and \$185 million of Adj. Free Cash Flow in the nine months since the merger close

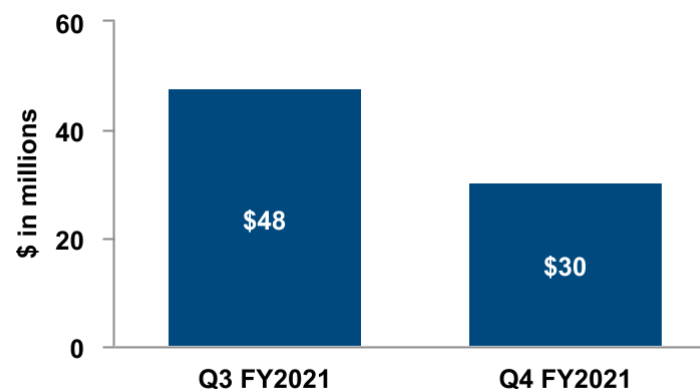
Q4 FY21 Results – Sequential Quarter Comparison

- Operating revenues were \$18.8 million lower than Q3 FY21 primarily due to lower utilization in oil and gas services
- Operating expenses were \$8.7 million lower primarily due to lower headcount following a reduction in force (“RIF”), lower cost of part sales, maintenance costs and lease costs
- General and administrative expenses were \$3.1 million higher primarily due to increased personnel expenses
- Merger-related costs of \$16.5 million in Q4 FY21 primarily consisted of RIF costs
- Loss on extinguishment of debt of \$28.5 million related to write-off of discounts and early prepayment fees related to the refinancing transaction
- Adjusted EBITDA, excl. asset sales⁽¹⁾, decreased by \$17.2 million

Operating revenues



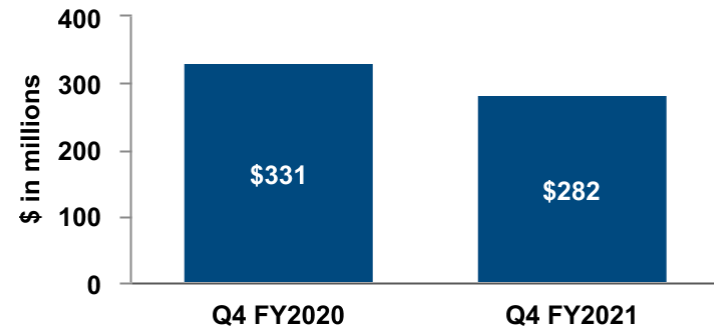
Adjusted EBITDA, excl. Asset Sales



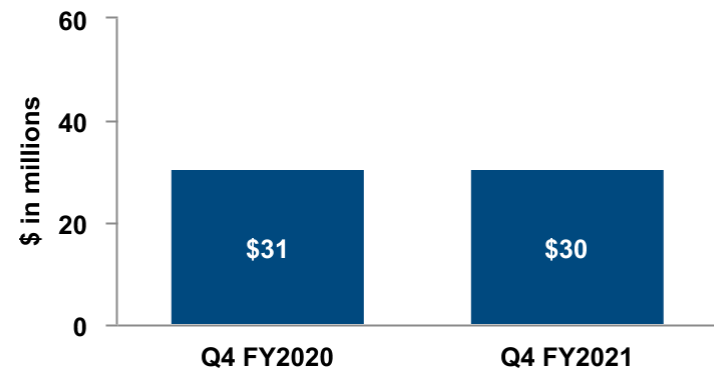
Q4 FY21 Results – Pro Forma Calendar Quarter Comparison

- Operating revenues were \$49.9 million lower than pro forma Q4 FY2020 (“Q4 FY20”)⁽¹⁾ primarily due to lower utilization in oil and gas services
- Operating expenses were \$32.0 million lower due to decreased activity and RIF
- General and administrative expenses were \$7.5 million lower primarily due to decreased personnel expenses
- Earnings from unconsolidated affiliates decreased by \$6.2 million
- Foreign exchange losses decreased by \$14.8 million primarily due to the strengthening of the British pound sterling ("GBP") relative to USD
- Adjusted EBITDA, excl. asset sales⁽²⁾ was consistent on a year-over-year basis

Operating revenue⁽¹⁾



Adjusted EBITDA, excl. Asset Sales⁽¹⁾



Appendix



Fleet Overview

Type	Number of Aircraft ⁽¹⁾			Consolidated Aircraft	Average Age (years) ⁽²⁾
	Owned Aircraft	Leased Aircraft	Aircraft Held For Sale		
Heavy Helicopters:					
S-92	35	28	—	63	12
S-92 U.K. SAR	3	7	—	10	7
H225	—	—	2	2	10
AW189	6	1	—	7	6
AW189 U.K. SAR	11	—	—	11	5
	55	36	2	93	
Medium Helicopters:					
AW139	52	7	—	59	10
S-76 C+/C++	21	—	—	21	13
S-76D	8	—	2	10	7
B212	3	—	—	3	39
	84	7	2	93	
Light—Twin Engine Helicopters:					
AW109	6	—	—	6	15
EC135	10	—	—	10	12
BO105	2	—	—	2	35
	18	—	—	18	
Light—Single Engine Helicopters:					
AS350	17	—	—	17	23
AW119	13	—	—	13	14
	30	—	—	30	
Total Helicopters	187	43	4	234	12
Fixed wing	7	4	—	11	
UAV	—	2	—	2	
Total Fleet	194	49	4	247	

Strong Balance Sheet and Liquidity Position

- ✓ During Q4 FY21, Bristow issued \$400mm of 6.875% Senior Secured Notes due March 2028 and paid off 7.750% Senior Notes, PK and Macquarie debt
- ✓ Bristow has \$228.0 million of unrestricted cash and total liquidity of \$284.1 million⁽¹⁾
- ✓ As of March 31, 2021, the availability under the amended ABL was \$56.1 million⁽²⁾

(\$ in mm, as of 3/31/2021)

	Amount	Rate	Maturity
Cash	\$ 231		
ABL (\$85mm) ⁽²⁾	—	L+250 bps	Apr-23
Senior Secured Notes	\$ 400	6.875%	Mar-28
Lombard Debt (BULL)	92	L+225 bps	Dec-23
Lombard Debt (BALL)	76	L+225 bps	Jan-24
Airnorth	6	L+285 bps	Apr-23
Total Secured Debt⁽³⁾	\$ 574		
Less: Unrestricted Cash	\$ (228)		
Net Debt	\$ 346		

1. Balances reflected as of 3/31/2021
2. As of 03/31/2021, the ABL had \$19mm in letters of credit drawn against it; Subsequent to March 31, 2021, the ABL was amended to increase the maximum availability from \$80mm to \$85mm
3. Total debt includes other debt of \$0.3 million

Quarterly Reconciliation of Adjusted EBITDA

(\$000s)	Three Months Ended		
	March 31, 2020	December 31, 2020	March 31, 2021
Net loss	\$ 291,619	\$ (57,260)	\$ (42,438)
Depreciation and amortization	16,312	17,931	17,254
Interest expense	13,290	13,203	12,108
Income tax (benefit) expense	(11,118)	13,447	(19,092)
EBITDA	\$ 310,103	\$ (12,679)	\$ (32,168)
Special items ⁽¹⁾	(288,937)	62,283	55,441
Adjusted EBITDA	\$ 21,166	\$ 49,604	\$ 23,273
(Gains) losses on asset dispositions, net	297	(1,951)	7,199
Adjusted EBITDA excluding asset dispositions	\$ 21,463	\$ 47,653	\$ 30,472

(1) Special items include the following:	Three Months Ended		
	March 31, 2020	December 31, 2020	March 31, 2021
Loss on impairment	\$ 9,591	\$ 53,249	\$ 1,182
PBH intangible amortization	5,478	5,641	3,964
Merger-related costs	6,012	4,450	16,475
Organizational restructuring costs	205	1,547	7,887
Loss on early extinguishment of debt	—	229	28,515
Government grants	—	(1,075)	(375)
Bankruptcy related costs	7,232	(1,758)	407
Insurance proceeds	—	—	(2,614)
Change in fair value of preferred stock derivative liability	(317,455)	—	—
	\$ (288,937)	\$ 62,283	\$ 55,441

Annual Reconciliation of Adjusted EBITDA

	Seven Months Ended October 31, 2019	Five Months Ended March 31, 2020	Twelve Months Ended March 31, 2020	Fiscal Year Ended March 31, 2021
	Predecessor	Successor	Combined	Successor
Net loss	\$ (836,206)	\$ 139,076	\$ (697,130)	\$ (56,285)
Depreciation and amortization	70,864	28,238	99,102	70,078
Interest expense	128,658	22,964	151,622	51,259
Income tax (benefit) expense	(51,178)	482	(50,696)	(355)
EBITDA	\$ (687,862)	\$ 190,760	\$ (497,102)	\$ 64,697
Special items ⁽¹⁾	764,815	(145,257)	619,558	104,235
Adjusted EBITDA	\$ 76,953	\$ 45,503	\$ 122,456	\$ 168,932
(Gains) losses on asset dispositions, net	3,768	451	4,219	8,199
Adjusted EBITDA excluding asset dispositions	\$ 80,721	\$ 45,954	\$ 126,675	\$ 177,131

(1) Special items include the following:	Seven Months Ended October 31, 2019	Five Months Ended March 31, 2020	Twelve Months Ended March 31, 2020	Fiscal Year Ended March 31, 2021
	Predecessor	Successor	Combined	Successor
Loss on impairment	\$ 62,101	\$ 9,591	\$ 71,692	\$ 91,260
Merger related costs	—	6,330	6,330	42,842
Involuntary separation programs	4,538	228	4,766	25,773
PBH intangible amortization	—	15,502	15,502	20,386
Early extinguishment of debt	—	—	—	29,359
Post-petition reorganization items, net	617,973	7,232	625,205	(850)
Insurance proceeds	—	—	—	(2,614)
Government grants	—	—	—	(5,412)
Change in fair value of preferred stock derivative liability	—	(184,140)	(184,140)	(15,416)
Bargain purchase gain	—	—	—	(81,093)
Loss on sale of subsidiaries	55,883	—	55,883	—
Pre-petition costs	13,476	—	13,476	—
H225 lease return	10,844	—	10,844	—
	\$ 764,815	\$ (145,257)	\$ 619,558	\$ 104,235

Pro Forma Q4 FY20 Reconciliation

	Old Bristow	Era Group Inc.	Pro Forma
Net loss	\$ 291,619	\$ (7,289)	\$ 284,330
Depreciation and amortization	16,312	9,507	25,819
Interest expense	13,290	3,439	16,729
Income tax benefit	(11,118)	(831)	(11,949)
EBITDA	\$ 310,103	\$ 4,826	\$ 314,929
Special items ⁽¹⁾	(288,937)	4,425	(284,512)
Adjusted EBITDA	\$ 21,166	\$ 9,251	\$ 30,417
Gains on asset dispositions, net	297	34	331
Adjusted EBITDA excluding asset dispositions	\$ 21,463	\$ 9,285	\$ 30,748

(1) Special items include the following:

	Old Bristow	Era Group Inc.	Pro Forma
Loss on impairment	\$ 9,591	\$ —	\$ 9,591
Bankruptcy related costs	7,232	—	7,232
Merger-related costs	6,012	4,211	10,223
PBH intangible amortization	5,478	214	5,692
Organizational restructuring costs	205	—	205
Change in fair value of preferred stock derivative liability	(317,455)	—	(317,455)
	\$ (288,937)	\$ 4,425	\$ (284,512)

Reconciliation of Pro Forma LTM Adjusted EBITDA

	Old Bristow	Era Group Inc.	Legacy Era	Bristow Group Inc.	Pro Forma
	April 1, 2020 - June 30, 2020	April 1, 2020 - June 11, 2020	June 12 - 30, 2020	July 1, 2020 - March 31, 2021	LTM March 31, 2021
Net income (loss)	\$ 75,708	\$ (18,059)	\$ (4,305)	\$ (127,689)	\$ (74,345)
Depreciation and amortization	15,914	7,818	443	53,722	77,897
Interest expense	11,754	(402)	749	38,756	50,857
Income tax (benefit) expense	(3,798)	2,650	508	2,933	2,293
EBITDA	\$ 99,578	\$ (7,993)	\$ (2,605)	\$ (32,278)	\$ 56,702
Special items ⁽¹⁾	(49,446)	13,743	2,502	151,176	117,975
Adjusted EBITDA	\$ 50,132	\$ 5,750	\$ (103)	\$ 118,898	\$ 174,677
(Gains) losses on asset dispositions, net	(5,527)	141	5	13,721	8,340
Adjusted EBITDA excluding asset dispositions	\$ 44,605	\$ 5,891	\$ (98)	\$ 132,619	\$ 183,017

	Old Bristow	Era Group Inc.	Legacy Era	Bristow Group Inc.	Pro Forma
	April 1, 2020 - June 30, 2020	April 1, 2020 - June 11, 2020	June 12 - 30, 2020	July 1, 2020 - March 31, 2021	LTM March 31, 2021
(1) Special items include the following:					
Loss on impairments	\$ 19,233	\$ —	\$ —	\$ 72,027	\$ 91,260
Merger-related costs	15,103	13,575	2,317	25,422	56,417
PBH intangible amortization	4,951	168	185	15,249	20,553
Bankruptcy related costs	250	—	—	(1,101)	(851)
Organizational restructuring costs	3,011	—	—	22,760	25,771
Loss on early extinguishment of debt	615	—	—	28,744	29,359
Government grants ⁽²⁾	(1,760)	—	—	(3,651)	(5,411)
Bargain purchase gain	(75,433)	—	—	(5,660)	(81,093)
Change in fair value of preferred stock derivative liability	(15,416)	—	—	—	(15,416)
Insurance proceeds	—	—	—	(2,614)	(2,614)
	\$ (49,446)	\$ 13,743	\$ 2,502	\$ 151,176	\$ 117,975

Reconciliation of Free Cash Flow

	June 30, 2020	September 30, 2020	December 31, 2020	March 31, 2021	LTM
Net cash provided by (used in) operating activities	\$ (6,866)	\$ 41,857	\$ 25,078	\$ 36,776	\$ 96,845
Plus: Proceeds from disposition of property and equipment	11,665	40,475	14,361	1,381	67,882
Less: Purchases of property and equipment	(2,849)	(4,523)	(3,860)	(3,612)	(14,844)
Free Cash Flow	\$ 1,950	\$ 77,809	\$ 35,579	\$ 34,545	\$ 149,883
Plus: Organizational restructuring costs	4,176	13,326	1,547	1,939	20,988
Plus: Merger-related costs	19,743	4,026	1,247	18,827	43,843
Less: Government grants	(1,760)	(2,201)	(1,075)	(375)	(5,411)
Adjusted Free Cash Flow	\$ 24,109	\$ 92,960	\$ 37,298	\$ 54,936	\$ 209,303
Net (proceeds from)/purchases of property and equipment ("Net Capex")	(8,816)	(35,952)	(10,501)	2,231	(53,038)
Adjusted Free Cash Flow excluding Net Capex	\$ 15,293	\$ 57,008	\$ 26,797	\$ 57,167	\$ 156,265

Operating Revenues and Flight Hours by Line of Service

	Three Months Ended		
	March 31, 2020	December 31, 2020	March 31, 2021
<i>Operating revenues (\$000s)</i>			
Oil and gas:			
Europe Caspian	\$ 105,195	\$ 93,383	\$ 94,214
Americas	57,921	97,435	79,862
Africa	35,032	23,055	18,975
Asia Pacific	3,027	3,383	2,825
Total oil and gas	201,175	217,256	195,876
UK SAR Services	53,753	56,470	59,258
Fixed Wing Services	19,246	20,054	21,916
Other	229	6,495	4,469
	\$ 274,403	\$ 300,275	\$ 281,519

	Three Months Ended		
	March 31, 2020	December 31, 2020	March 31, 2021
<i>Flight Hours by line of service</i>			
Oil and gas:			
Europe Caspian	13,121	11,956	11,431
Americas	7,014	10,990	9,576
Africa	3,426	2,353	2,180
Asia Pacific	206	241	110
Total oil and gas	23,767	25,540	23,297
UK SAR Services	2,153	2,321	2,287
Fixed Wing Services	3,085	3,494	3,458
	29,005	31,355	29,042

Reconciliation of Pro Forma LTM Operating Revenues

	Quarter Ended				LTM Revenue
	June 2020	September 2020	December 2020	March 2021	
Europe Caspian	\$ 159.6	\$ 158.0	\$ 152.1	\$ 156.0	\$ 625.7
Americas	92.8	94.3	99.1	81.4	367.6
Africa	31.5	22.7	24.7	21.1	100.0
Asia Pacific	12.7	20.6	20.8	21.5	75.6
Corp and Other	0.1	0.1	3.6	1.5	5.3
Total	\$ 296.7	\$ 295.7	\$ 300.3	\$ 281.5	\$ 1,174.2