



Johnson Rice 2015 Energy Conference

Bristow Group Inc.
September 28, 2015



Forward-looking statements

Statements contained in this presentation that state the Company's or management's intentions, hopes, beliefs, expectations or predictions of the future are forward-looking statements. These forward-looking statements include statements regarding earnings guidance and earnings growth, expected contract revenue and margins, customer activity levels, capital deployment strategy, operational and capital performance, expense reduction initiatives shareholder return, liquidity, market and industry conditions. It is important to note that the Company's actual results could differ materially from those projected in such forward-looking statements. Risks and uncertainties include without limitation: fluctuations in the demand for our services; fluctuations in worldwide prices of and supply and demand for oil and natural gas; fluctuations in levels of oil and natural gas production, exploration and development activities; the impact of competition; actions by clients; the risk of reductions in spending on helicopter services by governmental agencies; changes in tax and other laws and regulations; changes in foreign exchange rates and controls; risks associated with international operations; operating risks inherent in our business, including the possibility of declining safety performance; general economic conditions including the capital and credit markets; our ability to obtain financing; the risk of grounding of segments of our fleet for extended periods of time or indefinitely; our ability to re-deploy our aircraft to regions with greater demand; our ability to acquire additional aircraft and dispose of older aircraft through sales into the aftermarket; the possibility that we do not achieve the anticipated benefit of our fleet investment and Operational Excellence programs; availability of employees with the necessary skills; and political instability, war or acts of terrorism in any of the countries in which we operate. Additional information concerning factors that could cause actual results to differ materially from those in the forward-looking statements is contained from time to time in the Company's SEC filings, including but not limited to the Company's annual report on Form 10-K for the fiscal year ended March 31, 2015. Bristow Group Inc. disclaims any intention or obligation to revise any forward-looking statements, including financial estimates, whether as a result of new information, future events or otherwise.

Bristow is a leading competitor in oilfield helicopter services with our U.K. SAR contract providing non-energy cash flows

- **Ticker: BRS; stock price¹ of \$28.12/share with a market cap ~\$1.0 billion**
- **365 aircraft in ~20 countries with ~5,100 employees²**
- **Successful launch of \$2.5 billion U.K. SAR contract (not tied to oil field services)**
- **Rated “Investment Grade” by Standard & Poor’s³**
- **Quarterly dividend of \$0.34/share with ~5.1x coverage⁴ in the last 12 months**

Bristow transports crews for oil and gas companies and provides search and rescue (SAR) services for them and governments alike



1) Based on stock price as of September 24, 2015.

2) As of June 30, 2015.

3) Standard & Poor's secured rating is BBB- with an unsecured rating of BB- as of June 30, 2015.

4) TTM operating cash flow divided by TTM cash dividends paid as of June 30, 2015.

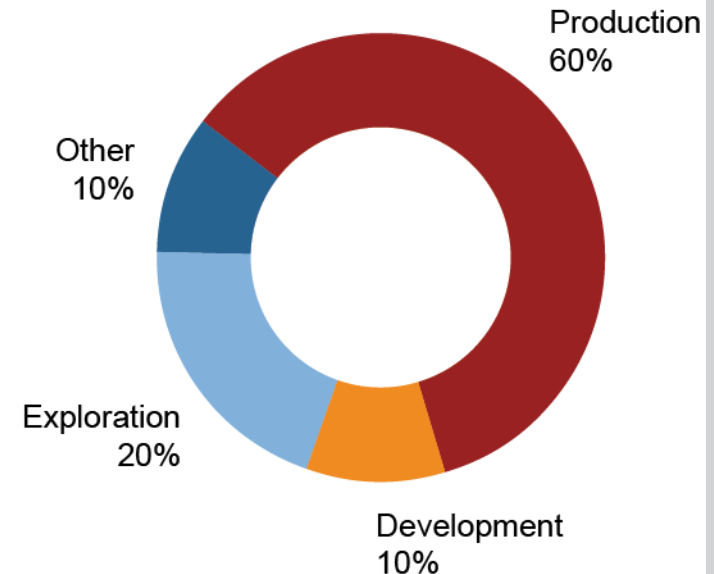
Our Target Zero safety culture is the key component of our corporate core values

- Industry-leading **Target Zero safety** program since 2006
- As part of Target Zero, Bristow learns from all of our incidents and accidents
- Our safety programs are also being enhanced through:
 - Transitioning from primarily using **lagging safety indicators to leading indicators**
 - **The formation of HeliOffshore**, an industry-wide collaborative program to improve safety that is **having immediate positive impacts**

Our logistics services are focused on the production segment of the energy value chain

- Largest share of revenues (~60%) relates to **oil and gas production**, providing stability and growth opportunities
- There are **~8,000 offshore production** installations worldwide — compared with >800 offshore rigs
- **~1,900 helicopters** are servicing the worldwide oil and gas industry
- Bristow revenues are primarily driven by our **clients' operating expenses**

Typical revenues by segment



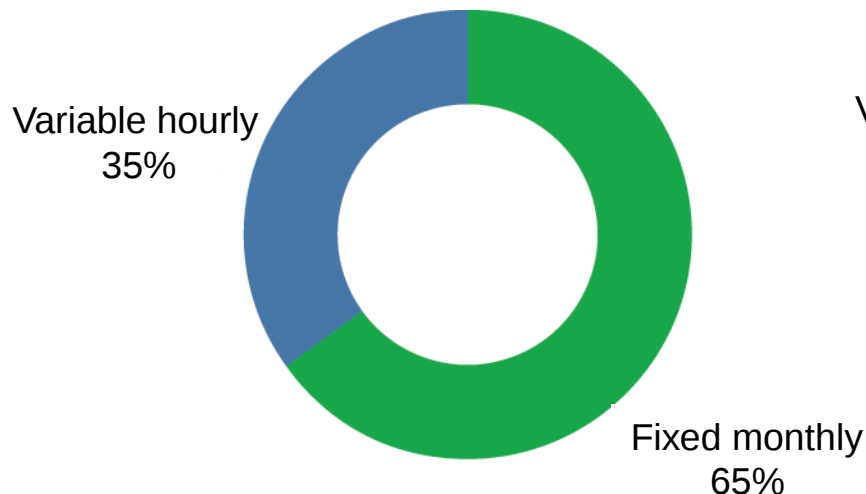
HELICOPTER TRANSPORTATION SERVICES



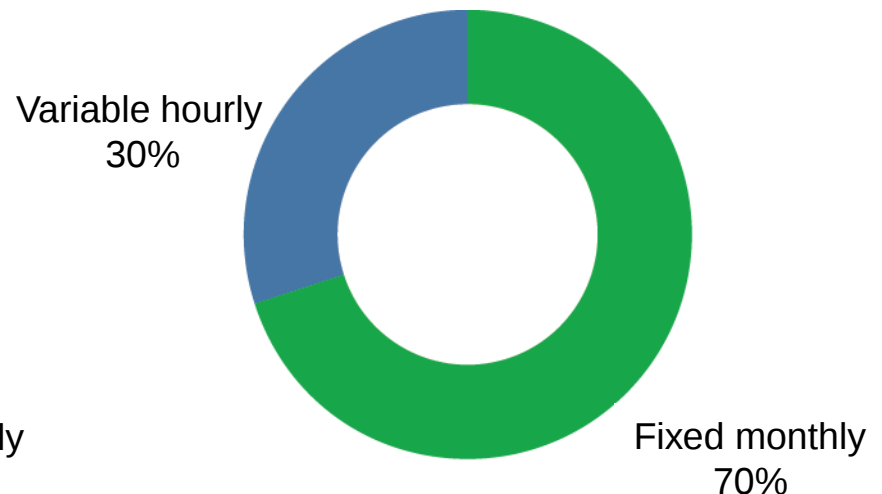
Our contract structure generates more predictable income and cash flow

- Two-tiered contract structure includes both:
 - **Fixed monthly standing charge** to reserve helicopter capacity
 - Variable fees based on hours flown with **fuel pass-through**
- Bristow oil and gas contracts earn on average **65% of revenue not dependent on utilization**
- U.K. SAR contract earns ~85% of revenue not dependent on utilization

Revenue sources



Operating income



Bristow, as a leader in oil field service transportation, is facing significant challenges with our clients

- The downturn is **longer and deeper than originally expected** especially as our clients go into their annual forecast planning
- Industry-wide aircraft oversupply continuing as **secular demand is now challenged** as clients adjust their workforce shift schedules
- Bristow must be more competitive. We plan to **implement additional cost reductions** and develop new revenue streams in our efforts to achieve guidance set forth last quarter:
 - Right-sizing the business through extensive opex and G & A reductions
 - Working with OEMs and lessors to reduce net capex
 - Completing U.K. SAR implementation
- Bristow entered this downturn with a strong brand and balance sheet and a modern mostly owned fleet to serve our clients. At the end of this restructuring, **Bristow will be a leaner organization better positioned** to compete and maintain our industry-leading position

We are affirming our FY16 adjusted EPS guidance of \$3.10 - \$3.75

FY16 operating expense reduction initiatives to retain Bristow's financial strength

Initial cost management (Jan 2015)

Up to \$95 million (for the full fiscal year) through:

- Labor and maintenance cost with focus on productivity
- G & A and discretionary spend freezes
- Supplier and OEM partner efficiencies

Further cost reductions (Sept 2015)

An additional ~\$55 million (in the next six months) through:

- Additional reductions in workforce and supplier costs
- G & A headcount, compensation and discretionary spend reductions
- Represents a \$30 million increase from our Q1 FY16 earnings call

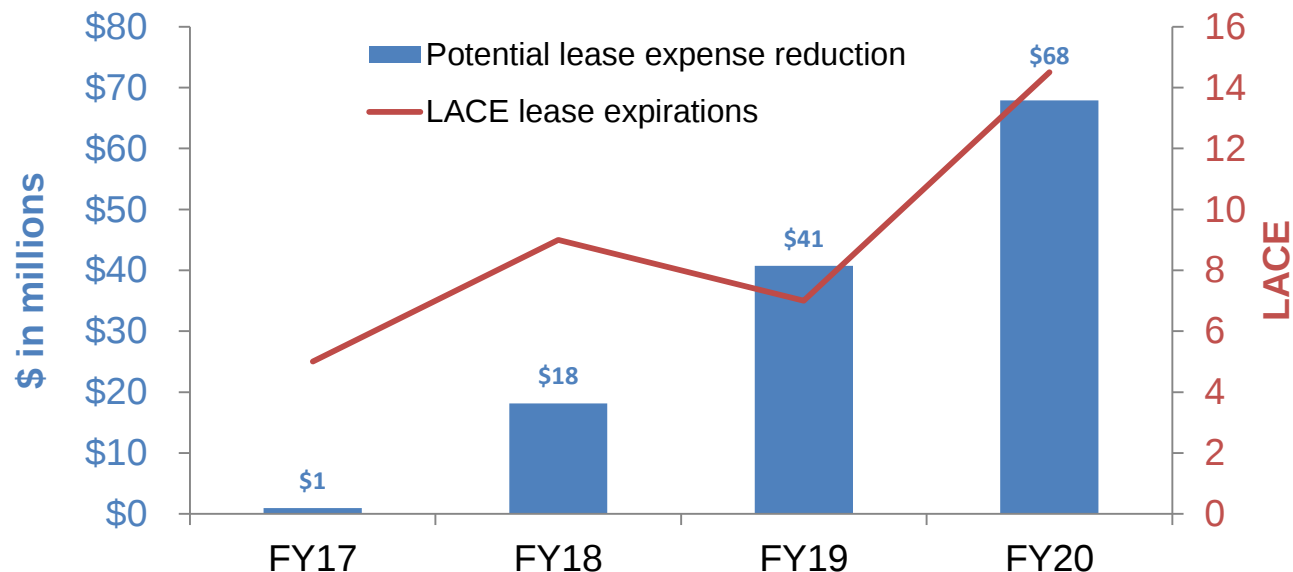
Stability for the future

A total of ~\$150 million in cost reductions to maintain our financial strength and compete more effectively during the downturn

- A leaner G & A organization
- Reduce fixed costs through potential leased aircraft returns
- Cash flow diversification and stability as U.K. SAR ramps up

Bristow has substantial flexibility to reduce our capital expenditures and fixed lease costs

- Modern fleet (average age ~9 years) requires fewer renewal costs in the downturn
- Long-standing OEM partnerships have allowed for net capex elimination and deferral
- Our mostly owned fleet gives us critical optionality to sell aircraft or decline lease renewal options and return leased aircraft



U.K. SAR and recent acquisitions provide diversified cash flow

U.K. SAR provides long term government contract cash flows

- U.K. SAR contract is ~10 years in term with an option for a two year extension by the U.K. government
- Expected operating revenue* and adjusted EBITDAR* for the ~10 year contract term of \$2.5 billion and \$1.1 billion, respectively
- Anticipated U.K. SAR EBITDAR margins in the mid 40% range

Acquired logistics cash flows are doing well in this downturn

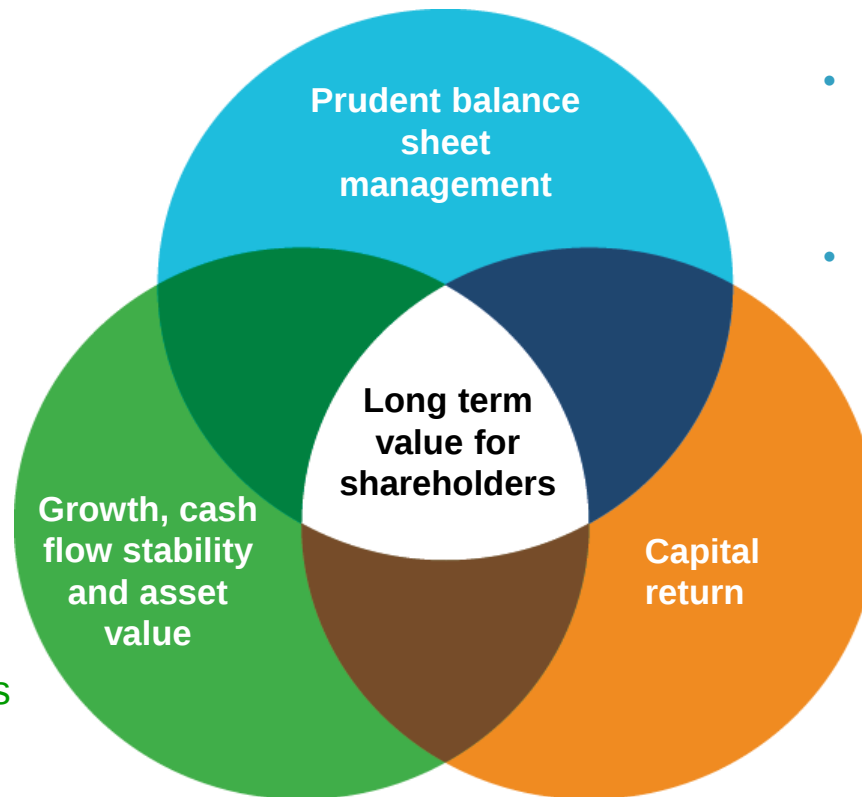
- Bristow has continued to increase its ability to offer clients point-to-point logistics solutions and create synergies through acquisitions of Eastern Airways and Airnorth
- Eastern – expected FY16 operating revenue and adjusted EBITDAR ranges of \$120 million to \$130 million and \$20 million to \$30 million, respectively
- Airnorth – expected FY16 operating revenue and adjusted EBITDAR ranges of \$80 million to \$90 million and \$20 million to \$25 million, respectively

U.K. SAR implementation has been successful leading to future non-oil and gas growth

- Six of ten U.K. SAR bases now operational with four remaining bases to be operational by Q2 FY18
- \$570 million of total \$965 million original capital for implementation has been spent
- However, the AW189 SAR entry into service has been delayed due to certification issues leading to more capital needed to satisfy the contract:
 - Short term replacement using four leased AW139 SAR aircraft
 - Purchase of additional three S-92 SAR aircraft, \$113 million total capex above the original \$965 million
- Our original estimated returns should be achieved even with the additional capital spend

Differentiated business model in oilfield services provides longer term value for shareholders

- Growth through U.K. SAR and M&A
- Production based business and diversity of cash flows leads to better stability
- Aftermarket values for the assets create value floor

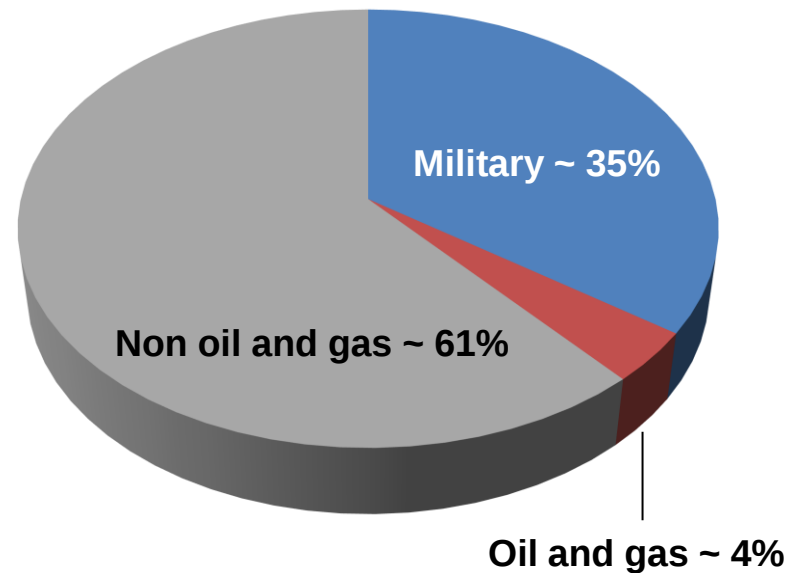


- Minimum liquidity of \$200 million
- Conservative adjusted debt to total capitalization targets
- Low percentage of leased fleet
- Continued commitment to the quarterly dividend of \$0.34 per share

Secondary market for oil and gas helicopters

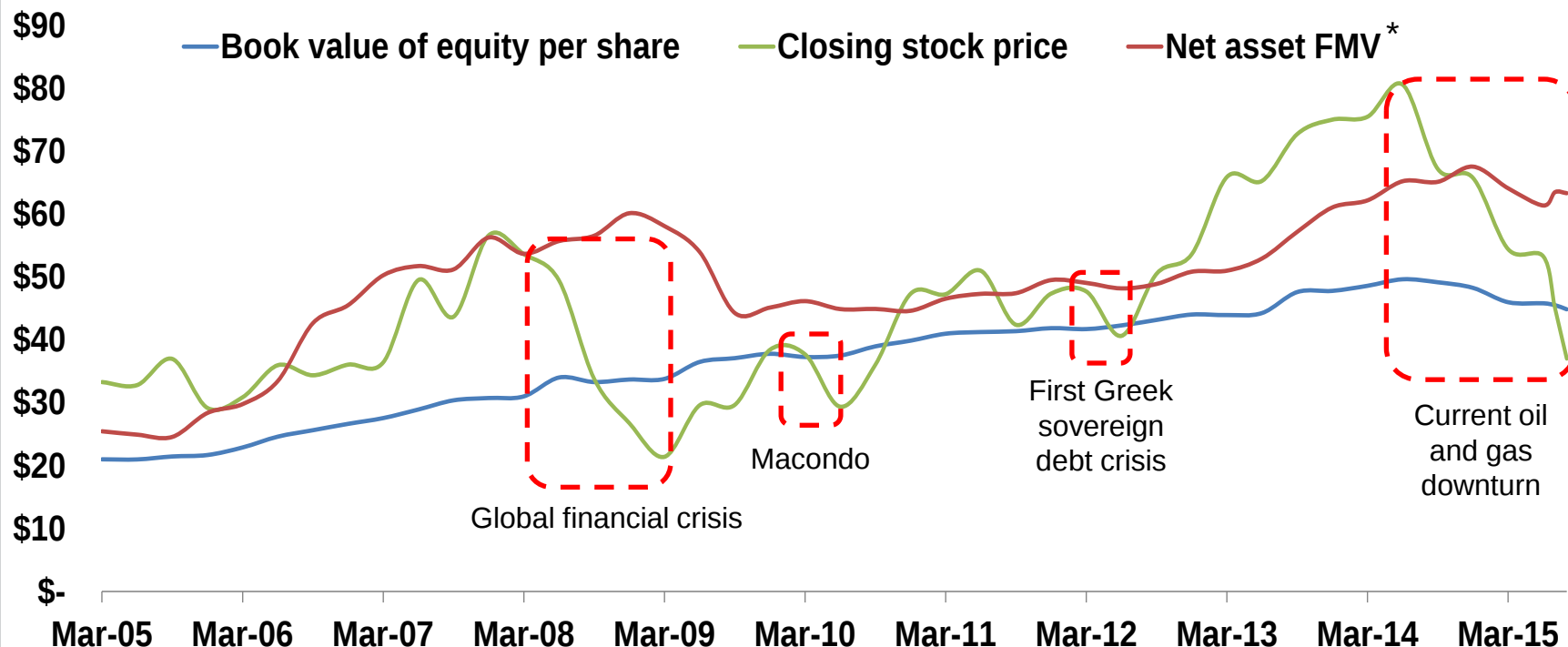
- Over the last five years, we have sold 123 aircraft for total cash proceeds of \$226 million (pre-tax book gain of \$15 million)
- Our helicopters are routinely sold into various non-oil and gas markets
 - Utility / Firefighting / Government
 - VIP transport / Tourism
- Secondary market for medium helicopters has been active, while market for new technology large aircraft (S-92 and H225) is relatively inactive

Global Helicopter Fleet



Total global fleet ~ 52,000

Bristow's fleet FMV and book value have shown greater resilience compared to our stock price



*Midpoint of FMV per share excluding leases and FMV per share including leases (with imputed lease debt). The company derives market value from observable market data if available and may require utilization of estimates, applications of significant judgment and reliance upon valuation specialists' and third party analysts' reports. When using third party reports, the market value is as of the date of such report and is not updated to reflect factors that may impact the valuation since the date of such report, including fluctuations in foreign currency exchange rates, oil and gas prices, and the balance of supply and demand. There is no assurance that market value of an asset represents the amount that the Company could obtain from an unaffiliated third party in an arm's length sale of the asset, the fleet, or the Company.

Bristow has been negatively impacted by this downturn, but has the flexibility to persevere

- Our business model is less immune to the downturn than we originally thought, but through prudent balance sheet management we maintain a level of stability uncommon in the current environment
- We are shifting from a high growth focus to right-sizing the business for an extended downturn, pulling levers including:
 - Operating expense reductions especially G & A
 - Capex deferral as we rely on our mostly owned, modern fleet
 - Focusing on successful implementation of U.K. SAR (including additional required investment)
- These actions should help us mitigate the challenges faced by our clients while maintaining our leadership position to compete in the offshore services industry

We are Bristow



Bristow



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