
# Fourth quarter FY16 earnings presentation
# Bristow Group Inc.

Bristow

May 26, 2016

# Forward-looking statements

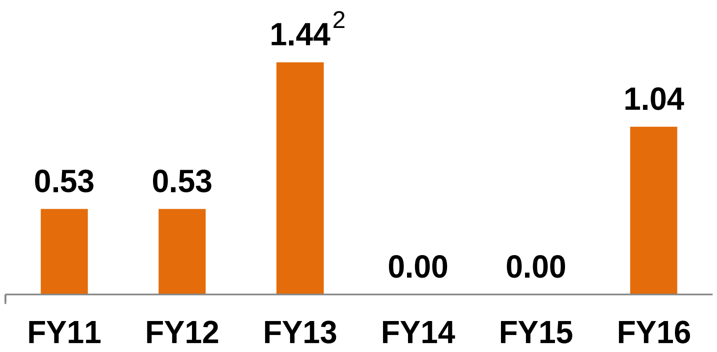
Statements contained in this presentation that state the Company's or management's intentions, hopes, beliefs, expectations or predictions of the future are forward-looking statements. These forward-looking statements include statements regarding earnings guidance and earnings growth, expected contract revenue, capital deployment strategy, operational and capital performance, impact of new contracts, cost reduction initiatives, capex deferral, 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 and suppliers; 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 and quarterly report on Form 10-Q for the three months ended December 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.

# Executive summary and safety review

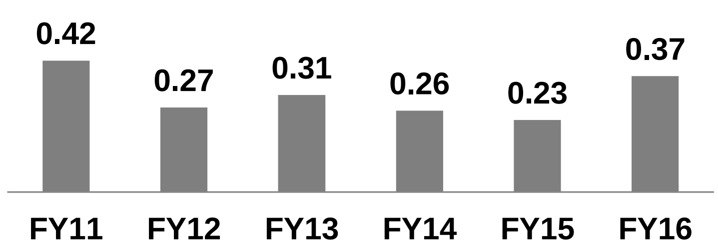
# Q4 FY16 operational safety review

- Heightened focus not only on safety compliance but also safety performance in light of FY16 accidents
  - Comprehensive external review of operations, maintenance and training in all regions to be accomplished by 1QFY17 . . .
  - . . . Which forms our Global Safety Improvement Plan and Target Zero for FY17
- HeliOffshore is delivering tools and information, (such as the new HUMS manual) to improve frontline operational safety

**Air Accident Rate[1] (AAR) per 100,000 flight hours (fiscal year)**




**Total Recordable Injury Rate[3] (TRIR) per 200,000 man hours (cumulative)**

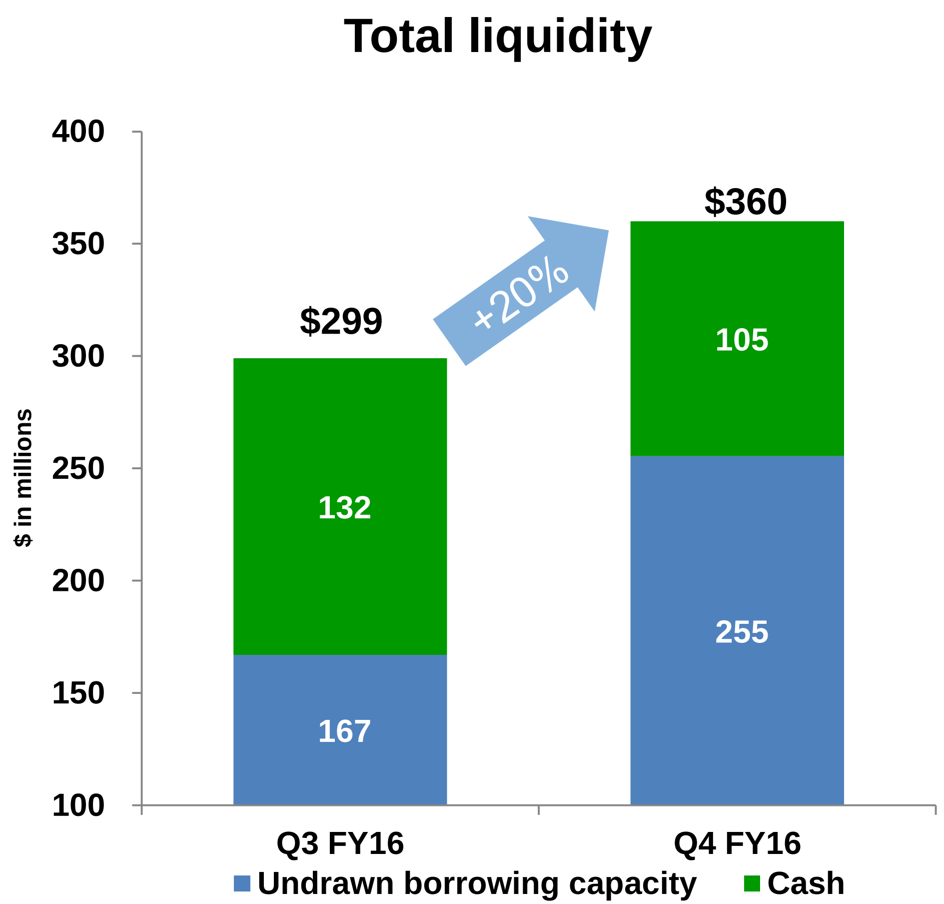



1) AAR includes commercial operations for Bristow Group and consolidated affiliates, Eastern Airways and Airnorth
2) FY13 AAR of 0.96 amended to include confirmed NAIB accident classification for 5N-BFF accident in October 2012
3) TRIR beginning in FY15 includes consolidated commercial operations, corporate, Bristow Academy, Eastern Airways, and Airnorth employees

Bristow HeliOffshore TARGET ZERO

# Improving liquidity through strong operating cash flow and lower capital spend

- Cost reductions and capital efficiency initiatives improve liquidity as market remains difficult
- Execution of three AW139 sale-leasebacks improves liquidity and demonstrates market confidence in aircraft values
- Declining FY17 capex requirements as U.K. SAR implementation completes and discussions with OEMs continue




Bristow

TARGET ZERO

# We are in control of our future with improvements to safety and financial strength underway

**FY17 action plan**

- Continued cash flow optimization through capital deferral, prior dividend reduction, and working capital management
- Execution of successful FY16 cost cutting initiatives that continue into FY17 to make Bristow more competitive
- Global opportunities for new contracts and market share gains are being pursued evidenced by several recent wins

**Financial covenants**

- Amended bank covenants in order to provide financial flexibility through the oil and gas downturn
- Replaced existing leverage ratio with senior secured leverage ratio (as of March 31, 2016, leverage ratio was 2.58x (max 4.25x))
- Replaced existing interest coverage ratio with current ratio (as of March 31, 2016, current ratio was 1.99x (min 1.0x))

# H225 fleet action

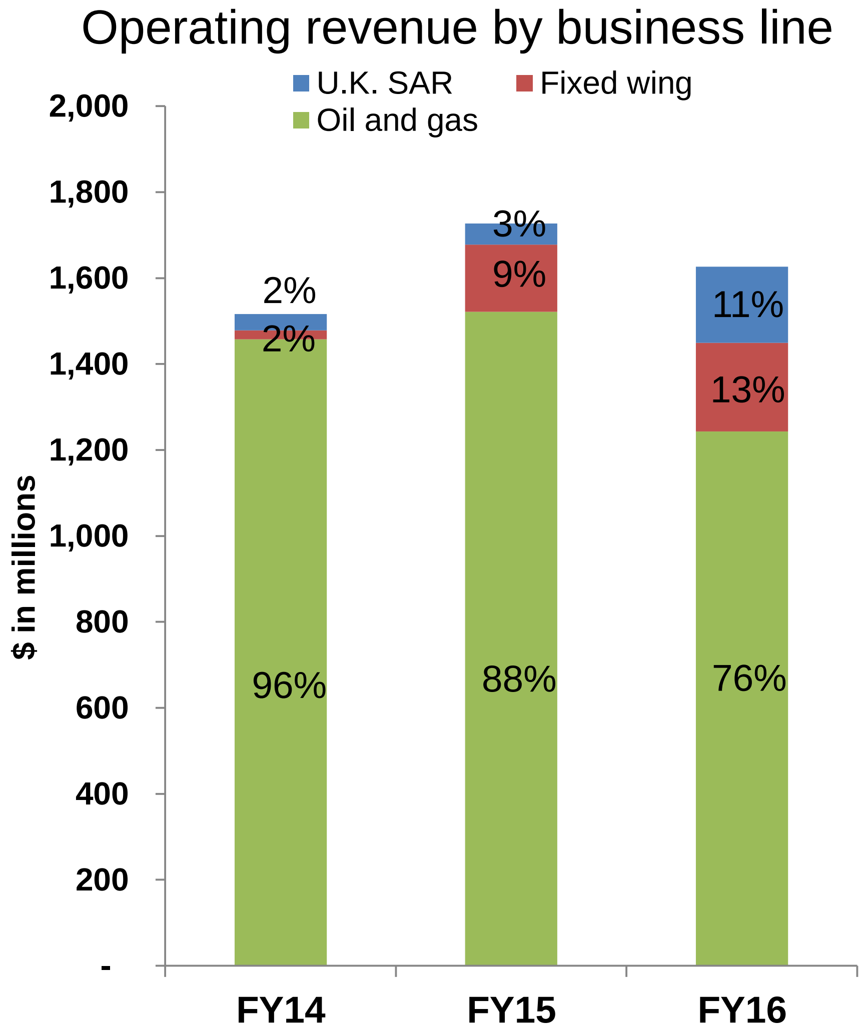
- On Friday April 29, 2016, during a flight returning from an offshore platform in Norway, an accident occurred involving another operator's H225
- Both the U.K. CAA and the Norway CAA issued safety directives requiring operators to suspend all operations of H225 aircraft, excluding those on search and rescue missions. Bristow took the added precaution of voluntarily suspending global operations of H225s
- Bristow currently is not flying a total of 20 H225s globally: 13 H225 helicopters in the U.K., 1 H225 in Norway (4 SAR H225s remain operational in Norway) and 6 H225 aircraft in Australia (3 LIMSAR H225 remain operational in Australia)
- Bristow has increased utilization of other in-region aircraft including our 76 S-92 aircraft and has moved, or is moving, available aircraft to minimize or eliminate the impact to our clients
- It is too early to determine the positive or negative financial impact

# Successful diversification provides timely revenue and reduces the impact of the oil and gas downturn

- Successful diversification with non-oil and gas revenue up to ~24% this year, compared to ~4% in FY14

- Nine of ten U.K. SAR bases operational with total remaining capital of $165 million (including aircraft)

- Fixed wing businesses contributed ~$43 million of EBITDAR in FY16



# FY17 guidance

| FY17 guidance as of March 31, 2016[1] | | | | |
|---|---|---|---|---|
| U.K. SAR | Revenue | ~$205M - $230M | G&A expense | ~$195M - $215M |
| | EBITDAR[2] | ~$95M - $115M | Depreciation expense | ~$110M - $130M |
| Eastern | Revenue | ~$120M - $135M | Rent expense | ~$215M - $225M |
| | EBITDAR[2] | ~$15M - $20M | Interest expense | ~$35M - $45M |
| Airnorth | Revenue | ~$70M - $85M | Non-aircraft capex | ~$50M annually |
| | EBITDAR[2] | ~$15M - $20M | | |

**As market conditions remain highly dynamic, our FY17 guidance focuses on our most stable revenue streams and fixed costs**

Bristow

1) FY17 guidance assumes FX rates as of March 31, 2016
2) EBITDAR excludes corporate overhead allocations and is consistent with financial reporting

TARGET ZERO

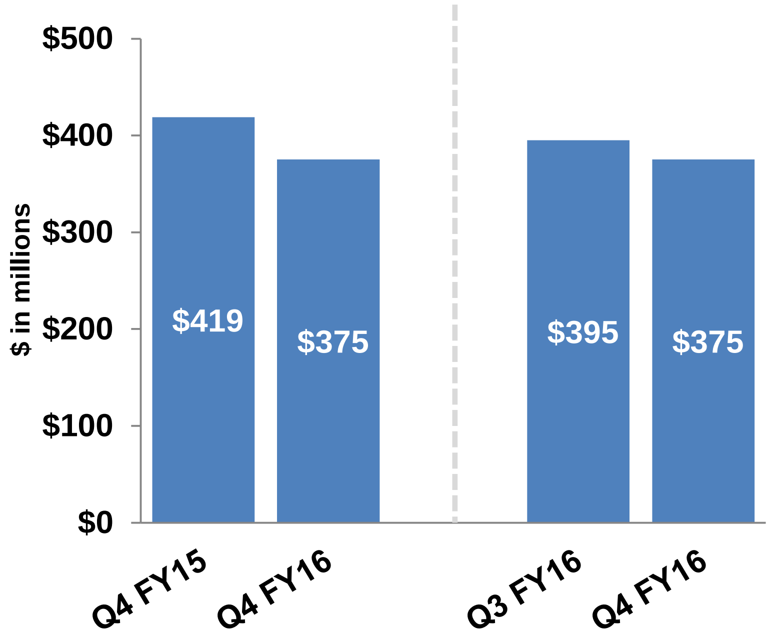
# Addressing challenges to emerge with strength

- Primary focus remains on improving safety performance and reinforcing Target Zero programs
- Efforts to improve liquidity and financial flexibility have been successful, evidenced by 20% sequential improvement in liquidity and amendment of bank covenants
- Global opportunities for new contracts and market share gains are being pursued evidenced by several recent wins
- Continuing successful FY16 financial improvement initiatives through the FY17 action plan:
  - Company-wide productivity gains to improve our competitiveness
  - Other identified measures to maintain margins include efficiencies with our OEM and other partners including further capex deferral

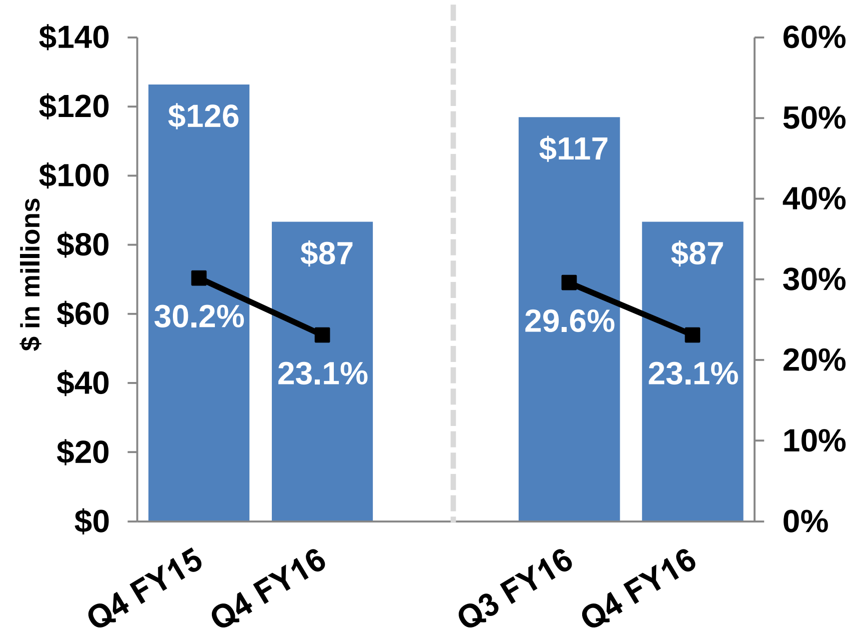
# Operational highlights

# Q4 FY16 highlights

## Operating revenue



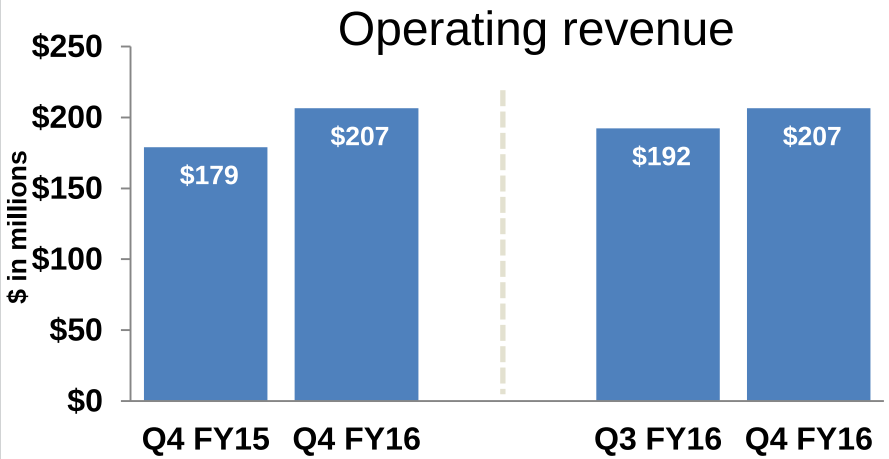

## Adjusted EBITDAR

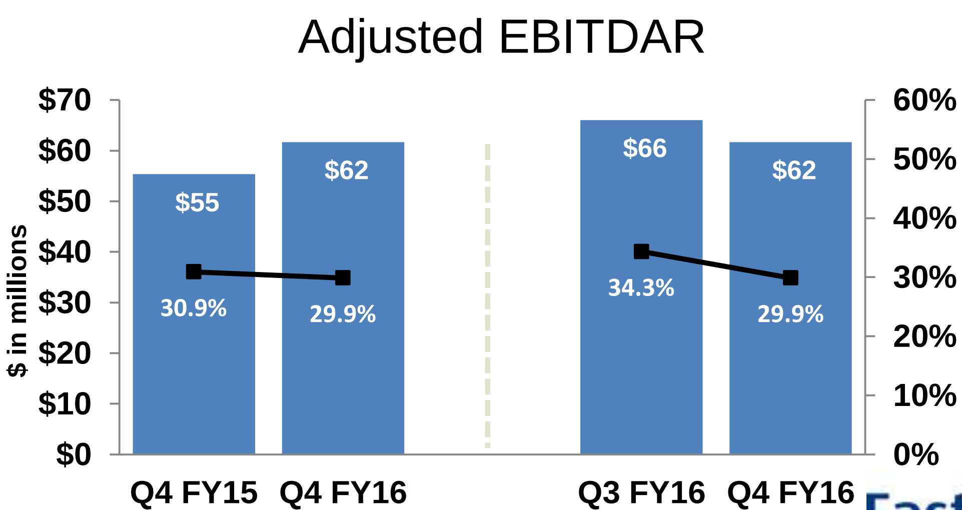



Bristow

TARGET ZERO

# Europe Caspian





Eastern airways

airline of the year 2014/15
an era:gold award

Bristow

TARGET ZERO

# U.K. SAR

- U.K. SAR ramp-up progressing with two additional bases opened during the quarter, bringing the total to nine of ten operational (including two GAP SAR bases)
- Tenth and final base expected to begin operations in Q1 FY18
- Total remaining U.K. SAR capex of ~$165 million (including ~$115 million for remaining eight AW189s)
- U.K. SAR start up continues to benefit from synergies and efficiencies gained from global oil and gas business

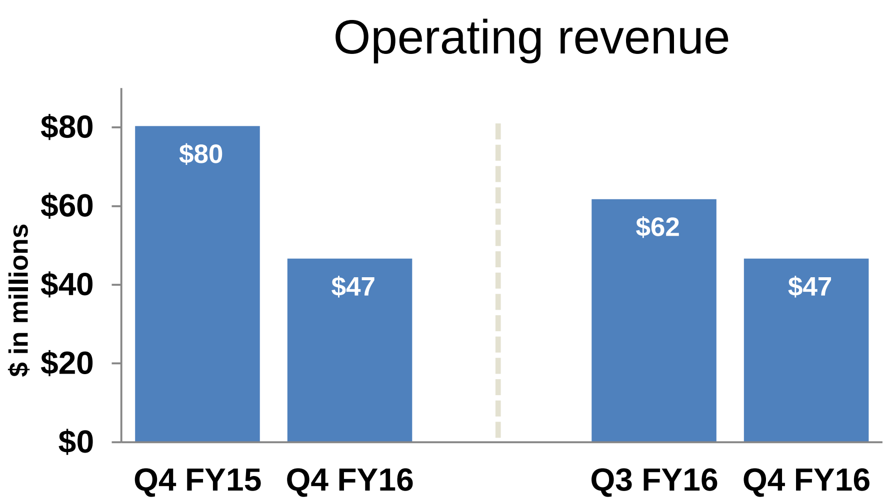
| Total U.K. SAR - FY16 | | | |
|---|---|---|---|
| **$ in millions** | **GAP SAR** | **U.K. SAR** | **Total** |
| Operating revenue | $42.7 | $134.5 | $177.2 |
| Adjusted EBITDAR | 17.9 | 82.7 | 100.6 |
| LACE (on contract)[1] | 4 | 14 | 18 |
| LACE rate | $10.7 | $9.6 | $9.8 |

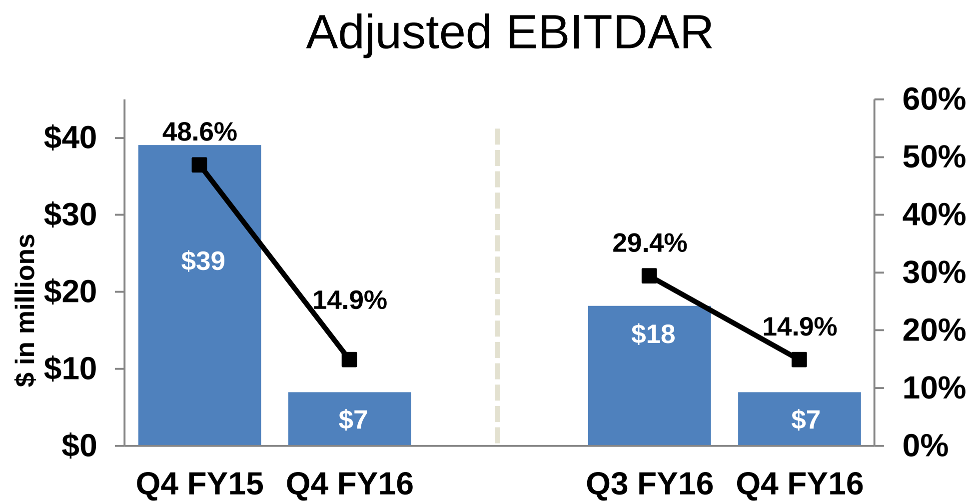
Bristow

1) LACE count based on aircraft types specified in original contract

TARGET ZERO

# Africa

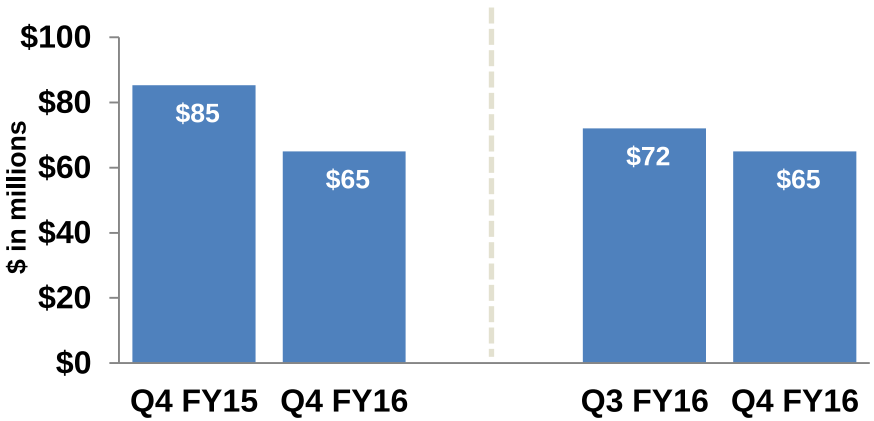

Operating revenue
$ in millions
$80
$60
$40
$20
$0
$80
$47
$62
$47
Q4 FY15
Q4 FY16
Q3 FY16
Q4 FY16


Adjusted EBITDAR
$ in millions
$40
$30
$20
$10
$0
60%
50%
40%
30%
20%
10%
0%
48.6%
$39
14.9%
$7
29.4%
$18
14.9%
$7
Q4 FY15
Q4 FY16
Q3 FY16
Q4 FY16

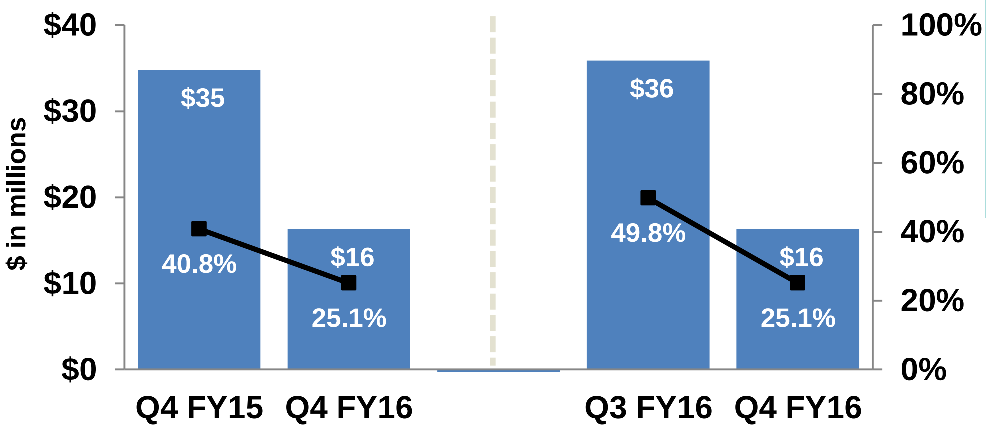

Egypt
Nigeria

# Americas

## Operating revenue




## Adjusted EBITDAR



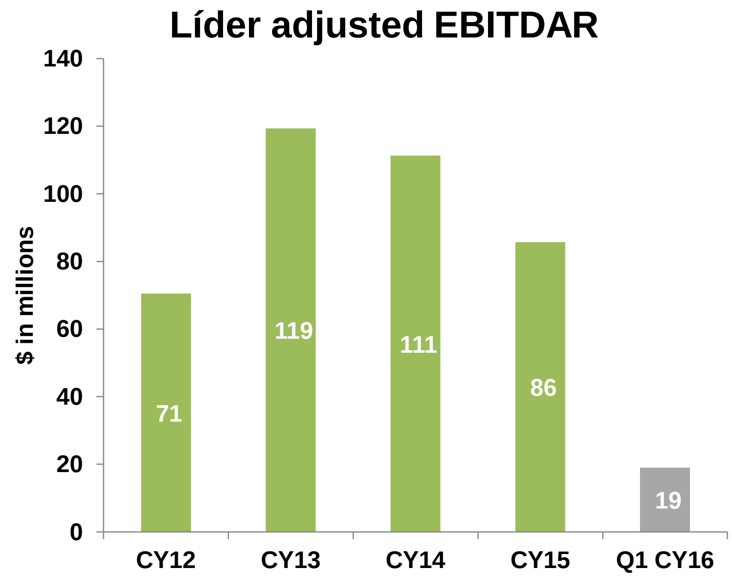


Bristow

TARGET ZERO

# Líder update

- Petrobras has followed the U.K. / Norway directive and suspended all H225 flights (seven on contract)
- Líder does not have any H225s in its fleet
- Minimal calendar year 2016 committed capex helps bolster liquidity
- Cost cutting and liquidity preservation measures continue



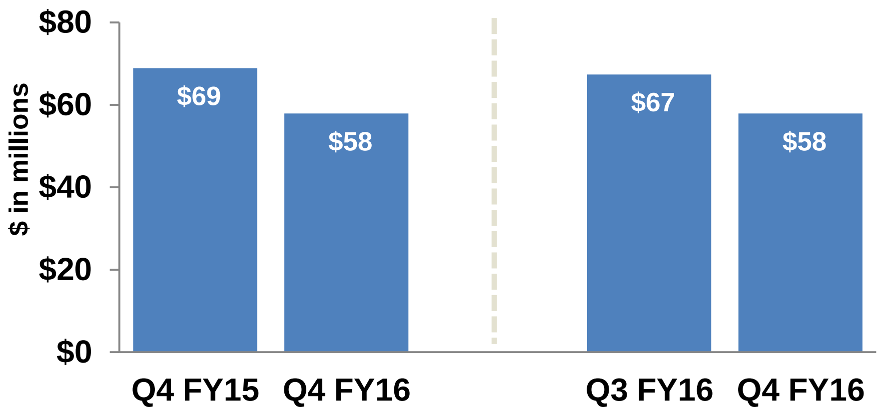


Bristow

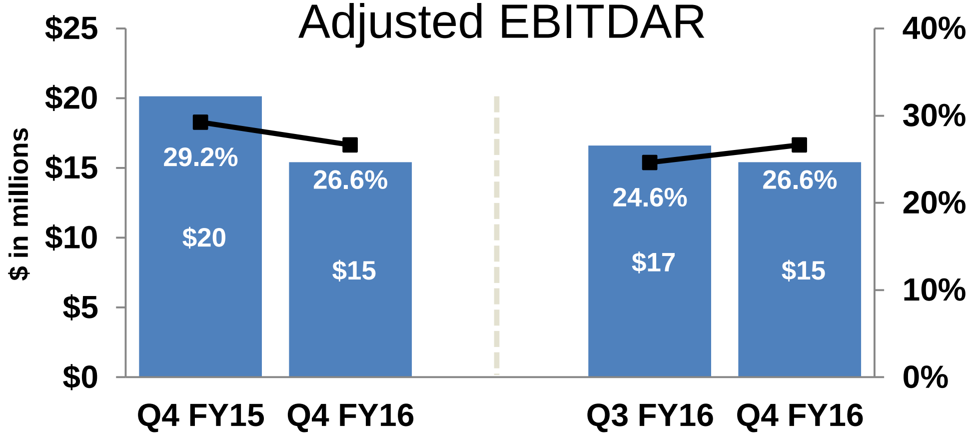
TARGET ZERO

# Asia Pacific

Operating revenue

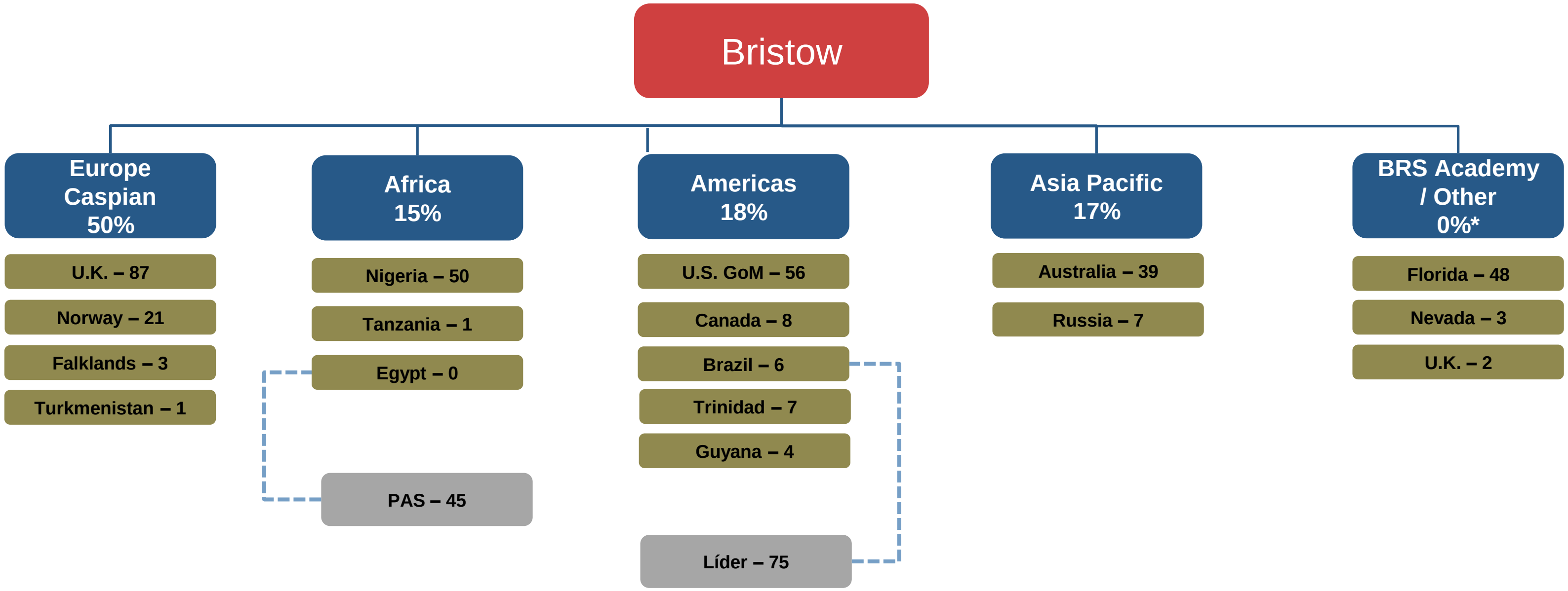



Adjusted EBITDAR




# Appendix

# Organizational chart - as of March 31, 2016




**Operated Aircraft**

Bristow owned and/or operated 343 aircraft as of March 31, 2016

**Affiliated Aircraft**

Bristow affiliates and joint ventures operated 120 aircraft as of March 31, 2016

**Key**

- **Corporate**
- **Business Unit** (% of current period operating revenue)
- **Region** ( # of aircraft )
- **Joint Venture** (# of aircraft)

* Includes corporate and other

# Fleet – as of March 31, 2016

Large capacity 16-25 passengers

| Type | Capacity | Engine | Cons | Unconsl | Total |
|---|---|---|---|---|---|
| **Large Helicopters** | | | | | |
| AW189 | 16 | Twin turbine | 5 | - | 5 |
| H225 | 19 | Twin turbine | 27 | - | 27 |
| Mil Mi 8 | 20 | Twin turbine | 7 | - | 7 |
| Sikorsky S-92 | 19 | Twin turbine | 76 | 11 | 87 |
| | | | 115 | 11 | 126 |

| LACE | 115 |
|---|---|

Medium capacity 12-15 passengers

| Type | Capacity | Engine | Cons | Unconsl | Total |
|---|---|---|---|---|---|
| **Medium Helicopters** | | | | | |
| AW139 | 12 | Twin turbine | 27 | 2 | 29 |
| Bell 212 | 12 | Twin turbine | - | 14 | 14 |
| Bell 412 | 13 | Twin turbine | 17 | 17 | 34 |
| H155 | 13 | Twin turbine | 1 | - | 1 |
| Sikorsky S-76C/C++ | 12 | Twin turbine | 48 | 32 | 80 |
| | | | 93 | 65 | 158 |

| LACE | 41 |
|---|---|

**Next Generation Aircraft**

**Mature Aircraft**

**Fair market value of our owned fleet is ~$2.1 billion and leased fleet is ~$1.7 billion**

# Fleet – as of March 31, 2016 (continued)

Small capacity 4-7 passengers

Training capacity 2-6 passengers

| Type | Capacity | Engine | Cons | Unconsl | Total |
|---|---|---|---|---|---|
| **Small Helicopters** | | | | | |
| AS 350BB | 4 | Turbine | - | 1 | 1 |
| Bell 206B | 4 | Turbine | 1 | 2 | 3 |
| Bell 206 L Series | 6 | Turbine | 5 | 6 | 11 |
| Bell 407 | 6 | Turbine | 27 | - | 27 |
| BK-117 | 7 | Twin turbine | 2 | - | 2 |
| H135 | 6 | Twin turbine | - | 3 | 3 |
| | | | 35 | 12 | 47 |

| | |
|---|---|
| **LACE** | **7** |

| | Cons | Unconsl | Total |
|---|---|---|---|
| **Training Helicopters** | 53 | - | 53 |
| **Fixed Wing** | 47 | 32 | 79 |
| **Total** | **343** | **120** | **463** |

| | |
|---|---|
| **TOTAL LACE (Large Aircraft Equivalent)[1]** | **162** |

**Next Generation Aircraft** **Mature Aircraft**

1) LACE does not include held for sale, training helicopters and fixed wing

# Leased aircraft detail

## Leased aircraft as of March 31, 2016

| | Small | Medium | Large | Total | Leased LACE | Total LACE | % Leased |
|---|---|---|---|---|---|---|---|
| **Europe Caspian** | - | 5 | 36 | 41 | 39 | 76 | 51% |
| **Africa** | - | - | 3 | 3 | 3 | 19 | 16% |
| **Americas** | 1 | 13 | 5 | 19 | 12 | 40 | 29% |
| **Asia Pacific** | 2 | 2 | 8 | 12 | 10 | 27 | 35% |
| **Total** | 3 | 20 | 52 | 75 | 63 | 162 | 39%[1] |

- **Of the 113 aircraft currently leased in our fleet, 75 are commercial (63 LACE), 22 are training and 16 fixed wing**
- **63 LACE aircraft represent approximately 39% of our commercial fleet**
- **Our goal is for commercial fleet operating leases to account for approximately 35% of our LACE**

1) The percentage of LACE leased is calculated by taking the total LACE for leased aircraft divided by the total LACE for all aircraft we operate, including both owned and leased aircraft.

Bristow

TARGET ZERO

# Consolidated fleet changes and aircraft sales

## Fleet changes

| | Q1 FY16 | Q2 FY16 | Q3 FY16 | Q4 FY16 |
|---|---|---|---|---|
| **Fleet Count Beginning** | **371** | **365** | **359** | **360** |
| **Delivered** | | | | |
| **Large** | 1 | 1 | 4 | 1 |
| **Medium** | 1 | - | - | - |
| **Total Delivered** | 2 | 1 | 4 | 1 |
| **Removed** | | | | |
| **Sales** | (6) | (4) | (1) | (1) |
| **Other*** | (2) | (3) | (2) | (18) |
| **Total Removed** | (8) | (7) | (3) | (19) |
| | **365** | **359** | **360** | **342** |

* Includes writeoffs, lease returns, and commencements

| | # of aircraft sold | Cash received* |
|---|---|---|
| **Q1 FY16** | 9 | $ 9.3 |
| **Q2 FY16** | 4 | $ 3.0 |
| **Q3 FY16** | 1 | $ 1.2 |
| **Q4 FY16** | 5 | $ 0.7 |
| **Total** | **19** | **$ 14.2** |

* Amounts stated in millions

# Held for sale and leased fleet by region

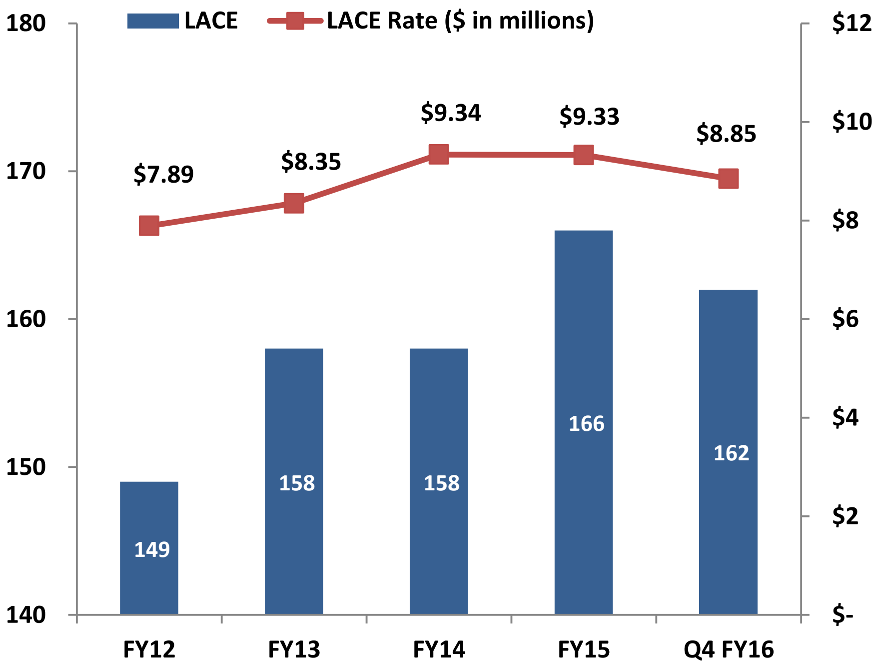
**Held for sale aircraft in consolidated fleet**

| | Small | Medium | Large | Training | Fixed wing | Total |
|---|---|---|---|---|---|---|
| **Europe Caspian** | - | 1 | - | - | - | 1 |
| **Africa** | 5 | 4 | - | - | 1 | 10 |
| **Americas** | 4 | 7 | - | - | - | 11 |
| **Asia Pacific** | - | - | - | - | - | - |
| **Academy** | - | - | - | - | - | - |
| **Total** | 9 | 12 | - | - | 1 | 22 |

**Leased aircraft in consolidated fleet**

| | Small | Medium | Large | Training | Fixed wing | Total |
|---|---|---|---|---|---|---|
| **Europe Caspian** | - | 5 | 36 | - | 11 | 52 |
| **Africa** | - | - | 3 | - | 2 | 5 |
| **Americas** | 1 | 13 | 5 | - | - | 19 |
| **Asia Pacific** | 2 | 2 | 8 | - | 3 | 15 |
| **Academy** | - | - | - | 22 | - | 22 |
| **Total** | 3 | 20 | 52 | 22 | 16 | 113 |

# Operating revenue, LACE and LACE rate by region




**Operating revenue, LACE, and LACE rate by region as of March 31, 2016**

| | FY16 op revenue[1] | LACE | LACE Rate[2,3,4] |
|---|---|---|---|
| Europe Caspian | $699 | 76 | $9.26 |
| Africa | 249 | 19 | 12.95 |
| Americas | 282 | 40 | 7.02 |
| Asia Pacific | 197 | 27 | 7.30 |
| Total | $1,434[4] | 162 | $8.85 |

1) $ in millions
2) LACE rate is annualized
3) $ in millions per LACE
4) Excludes Bristow Academy, Airnorth and Eastern Airways

Bristow

TARGET ZERO

# Historical LACE by region

## LACE

| | FY13 | | | | FY14 | | | | FY15 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 | Q1 | Q2 | Q3 | Q4 |
| Europe Caspian | 48 | 46 | 52 | 56 | 58 | 60 | 60 | 57 | 62 | 68 | 70 | 72 |
| Africa | 23 | 23 | 21 | 21 | 21 | 22 | 23 | 24 | 24 | 24 | 22 | 21 |
| Americas | 48 | 46 | 53 | 52 | 51 | 48 | 48 | 47 | 47 | 45 | 46 | 45 |
| Asia Pacific | 29 | 28 | 28 | 30 | 30 | 30 | 34 | 30 | 31 | 29 | 31 | 29 |
| Consolidated | 147 | 142 | 154 | 158 | 161 | 160 | 165 | 158 | 163 | 166 | 168 | 166 |

| | FY16 | | | |
|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 |
| Europe Caspian | 74 | 76 | 76 | 76 |
| Africa | 22 | 20 | 19 | 19 |
| Americas | 41 | 41 | 41 | 40 |
| Asia Pacific | 27 | 27 | 26 | 27 |
| Consolidated | 164 | 163 | 163 | 162 |

# Historical LACE rate by region

**LACE Rate[1,2]**

| | FY13 | | | | FY14 | | | | FY15 | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | **Q1** | **Q2** | **Q3** | **Q4** | **Q1** | **Q2** | **Q3** | **Q4** | **Q1** | **Q2** | **Q3** | **Q4** |
| Europe Caspian | $10.49 | $10.94 | $9.69 | $9.10 | $9.59 | $9.92 | $10.27 | $10.82 | $10.55 | $9.74 | $9.37 | $8.95 |
| Africa | 11.54 | 11.70 | 13.06 | 13.28 | 14.26 | 13.95 | 13.25 | 13.34 | 14.10 | 14.11 | 15.86 | 15.81 |
| Americas | 6.10 | 6.38 | 5.82 | 6.06 | 6.37 | 7.31 | 7.14 | 7.26 | 7.38 | 7.58 | 7.54 | 7.72 |
| Asia Pacific | 6.91 | 7.49 | 7.64 | 7.23 | 7.37 | 6.48 | 5.50 | 6.42 | 7.14 | 7.55 | 7.36 | 7.93 |
| Consolidated | $8.55 | $8.95 | $8.49 | $8.35 | $8.78 | $9.07 | $8.97 | $9.34 | $9.55 | $9.43 | $9.33 | $9.33 |

| | FY16 | | | |
|---|---|---|---|---|
| | **Q1** | **Q2** | **Q3** | |
| Europe Caspian | $9.16 | $9.08 | $8.97 | $9.26 |
| Africa | 14.42 | 14.47 | 14.05 | 12.95 |
| Americas | 7.41 | 7.17 | 7.06 | 7.02 |
| Asia Pacific | 7.91 | 7.70 | 7.87 | 7.30 |
| Consolidated | $9.25 | $9.06 | $8.95 | $8.85 |

1) $ in millions
2) LACE rate is annualized

# Order and options book as of March 31, 2016

## ORDER BOOK

| # | Helicopter Class | Delivery Date | Location |
|---|---|---|---|
| 6 | Medium | September-16 | Africa |
| 4 | Medium | December-16 | Africa |
| 2 | Large | June-17 | TBD |
| 1 | Large | June-17 | Europe Caspian |
| 1 | Large | September-17 | TBD |
| 1 | Large | December-17 | TBD |
| 2 | Large | June-18 | TBD |
| 1 | Large | September-18 | TBD |
| 1 | Large | December-18 | TBD |
| 2 | Large | June-19 | TBD |
| 1 | Large | September-19 | TBD |
| 1 | Large | December-19 | TBD |
| 2 | Large | June-20 | TBD |
| 1 | Large | September-20 | TBD |
| 2 | Large | December-20 | TBD |
| 28 | | | |

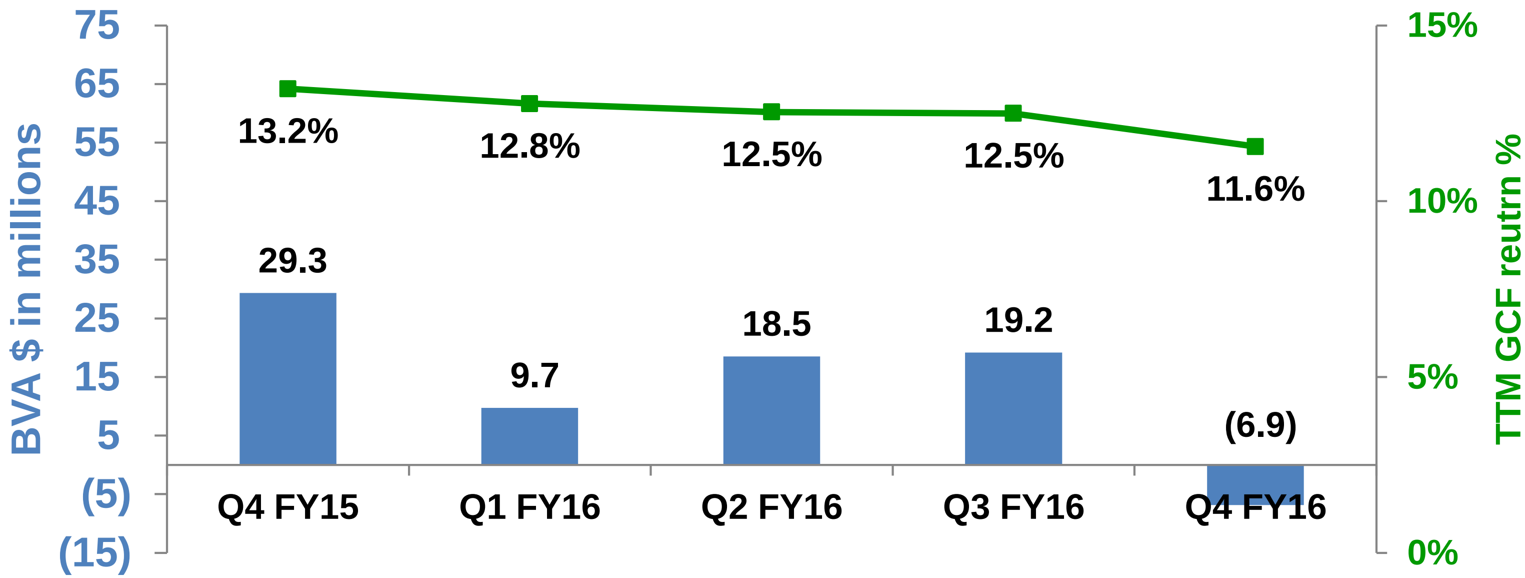
## U.K. SAR CONFIGURED ORDER BOOK

| # | Helicopter Class | Delivery Date | Location |
|---|---|---|---|
| 2 | Large | June-16 | Europe Caspian |
| 2 | Large | September-16 | Europe Caspian |
| 2 | Large | September-17 | Europe Caspian |
| 2 | Large | March-18 | Europe Caspian |
| 8 | | | |

## OPTIONS BOOK

| # | Helicopter Class | Delivery Date |
|---|---|---|
| 1 | Large | June-17 |
| 2 | Large | September-17 |
| 1 | Medium | September-17 |
| 3 | Large | December-17 |
| 3 | Medium | December-17 |
| 2 | Medium | March-18 |
| 1 | Large | June-18 |
| 1 | Large | September-18 |
| 14 | | |

# Bristow Value Added (BVA)

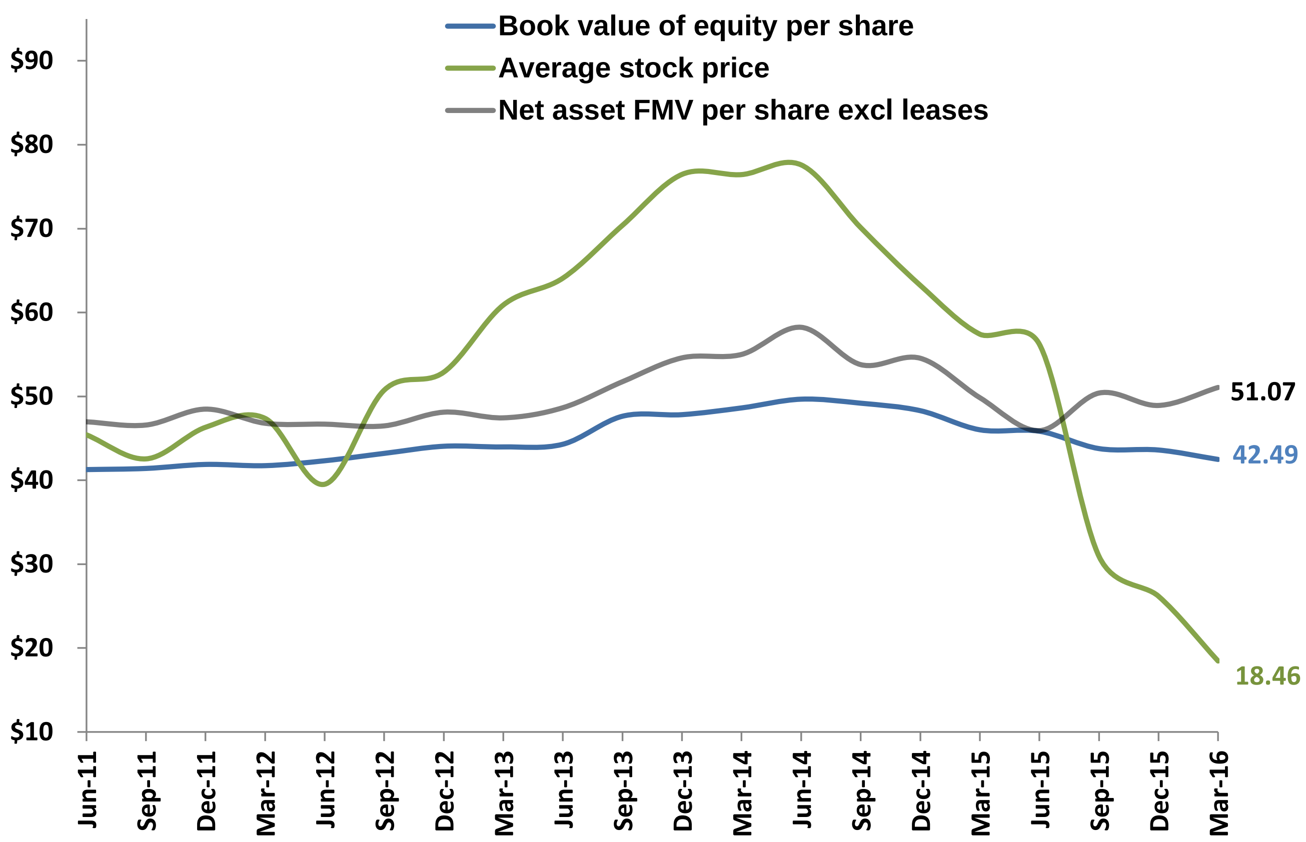



BVA is computed by subtracting a capital charge (10.5%) for the use of gross invested capital from after tax operating cash flow.
GCF Return % is based on trailing twelve months after tax operating cash flows (Gross Cash Flow) over average quarterly gross invested capital (Gross Operating Assets).
Refer to the appendix for additional details.

Bristow

TARGET ZERO

# Net asset FMV




NOTE: The gray shaded area represents the range of FMV with and without the impact of leased aircraft (upper range includes leased aircraft and related NPV of lease payments; lower range excludes FMV of leased aircraft as well as the NPV of lease payments). 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

TARGET ZERO

# Net asset FMV reconciliation as of March 31, 2016

| | March 31, 2016 | |
|---|---|---|
| (in millions) | Including leases | Excluding leases |
| (+) FMV of aircraft | $2,132 | $2,132 |
| (+) FMV of leased aircraft | 1,704 | - |
| (+) NBV of PPE without aircraft | 623 | 623 |
| (+) Working capital | 200 | 200 |
| (-) LT debt | (1,078) | (1,078) |
| (-) Leased imputed debt | (578) | - |
| (-) Pension liability | (70) | (70) |
| Net asset FMV | $2,933 | $1,807 |
| # of common shares | 35.4 | 35.4 |
| **Net asset FMV per share** | **$82.90** | **$51.07** |

Bristow

TARGET ZERO

# Adjusted EBITDAR margin trend by region

| | FY13 | | | | | FY14 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | Full Year | Q1 | Q2 | Q3 | Q4 | Full Year |
| Europe Caspian | 32.0% | 34.4% | 39.2% | 35.8% | 35.4% | 30.4% | 35.3% | 35.6% | 37.8% | 35.0% |
| Africa | 31.5% | 26.5% | 35.0% | 32.0% | 31.4% | 34.1% | 30.1% | 31.7% | 36.6% | 33.3% |
| Americas | 28.5% | 28.3% | 38.0% | 40.0% | 33.9% | 42.5% | 35.7% | 37.4% | 38.4% | 38.1% |
| Asia Pacific | 34.1% | 36.6% | 34.2% | 28.7% | 33.3% | 25.0% | 23.3% | 17.4% | 28.3% | 23.8% |
| Consolidated | 26.3% | 26.1% | 31.5% | 29.4% | 28.3% | 28.5% | 28.7% | 27.0% | 30.4% | 28.6% |

| | FY15 | | | | | FY16 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | Full Year | Q1 | Q2 | Q3 | Q4 | Full Year |
| Europe Caspian | 34.1% | 33.5% | 32.8% | 30.9% | 32.9% | 32.0% | 32.5% | 34.3% | 29.9% | 32.1% |
| Africa | 25.9% | 30.7% | 34.5% | 48.6% | 34.7% | 29.4% | 31.3% | 29.4% | 14.9% | 27.2% |
| Americas | 44.7% | 31.5% | 37.6% | 40.8% | 38.7% | 41.8% | 10.0% | 49.8% | 25.1% | 32.0% |
| Asia Pacific | 23.5% | 22.7% | 24.5% | 29.2% | 25.2% | 22.8% | 22.7% | 24.6% | 26.6% | 24.0% |
| Consolidated | 29.2% | 25.4% | 25.3% | 30.2% | 27.4% | 27.5% | 22.1% | 29.6% | 23.1% | 25.6% |

Adjusted EBITDAR excludes special items and asset dispositions and margin is calculated by taking adjusted EBITDAR divided by operating revenue

# Adjusted EBITDAR reconciliation

| | Fiscal year ended, | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 3/31/2013 | | | | | 3/31/2014 | | | | |
| ($ in millions) | Q1 | Q2 | Q3 | Q4 | FY13 | Q1 | Q2 | Q3 | Q4 | FY14 |
| Net income | $ 24 | $ 30 | $ 37 | $ 40 | $ 132 | $ 27 | $ 110 | $ 19 | $ 32 | $ 188 |
| Income tax expense | 6 | 8 | 8 | 13 | 35 | 8 | 41 | 3 | 6 | 57 |
| Interest expense | 9 | 9 | 15 | 10 | 42 | 20 | 9 | 7 | 8 | 45 |
| Gain on disposal of assets | 5 | 1 | (7) | (7) | (8) | 2 | 3 | (4) | (0) | 1 |
| Depreciation and amortization | 21 | 23 | 25 | 27 | 96 | 23 | 24 | 24 | 26 | 96 |
| Special items | 2 | (2) | 15 | 2 | 16 | - | (102) | 24 | 20 | (59) |
| Adjusted EBITDA Subtotal | 68 | 70 | 92 | 85 | 314 | 79 | 85 | 72 | 92 | 328 |
| Rental expense | 16 | 15 | 18 | 18 | 67 | 23 | 23 | 28 | 31 | 106 |
| **Adjusted EBITDAR** | $ 84 | $ 85 | $ 109 | $ 103 | $ 381 | $ 102 | $ 109 | $ 101 | $ 123 | $ 434 |

| | Fiscal year ended, | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 3/31/2015 | | | | | 3/31/2016 | | | | |
| ($ in millions) | Q1 | Q2 | Q3 | Q4 | FY15 | Q1 | Q2 | Q3 | Q4 | FY16 |
| Net income | $ 45 | $ 28 | $ 0 | $ 16 | $ 89 | $ (2) | $ (46) | $ 4 | $ (33) | $ (77) |
| Income tax expense | 12 | 6 | 1 | 4 | 23 | 3 | (3) | 10 | (12) | (2) |
| Interest expense | 7 | 8 | 7 | 8 | 30 | 8 | 7 | 10 | 10 | 35 |
| Gain on disposal of assets | (1) | (0) | 26 | 10 | 36 | 8 | 14 | 2 | 7 | 31 |
| Depreciation and amortization | 25 | 28 | 24 | 37 | 114 | 37 | 37 | 32 | 30 | 137 |
| Special items | 6 | 7 | 5 | 1 | 17 | 13 | 28 | 7 | 33 | 82 |
| Adjusted EBITDA Subtotal | 95 | 77 | 63 | 75 | 309 | 67 | 38 | 65 | 35 | 206 |
| Rental expense | 33 | 35 | 46 | 50 | 165 | 54 | 54 | 52 | 51 | 212 |
| **Adjusted EBITDAR** | $ 128 | $ 112 | $ 109 | $ 125 | $ 474 | $ 121 | $ 93 | $ 117 | $ 87 | $ 417 |

Adjusted EBITDAR excludes special items and asset dispositions

# Bristow Value Added (BVA)
# Sample calculation for Q4 FY16 and Q4 FY15

**Bristow Value Added = Gross Cash Flow – (Gross Operating Assets X Capital Charge)**

**BVA = GCF – (GOA x 10.5%[2])**

**Bristow Value Added calculation for Q4 FY16**

**$(6.9) = $92.8[1] – ($3,799* x 2.625%[2])**

**Bristow Value Added calculation for Q4 FY15**

**$29.3 = $128.0[1] – ($3,759* x 2.625%[2])**

(in millions)

| Gross cash flow reconciliation | Q4 FY15 | Q4 FY16 |
|---|---|---|
| Net income | $ 15 | $ (25) |
| Depreciation and amortization | 37 | 57 |
| Interest expense | 8 | 10 |
| Interest income | (0) | (0) |
| Rent | 50 | 51 |
| Other income/expense-net | (0) | (3) |
| Gain/loss on asset sale | 10 | 7 |
| Special items | 1 | 6 |
| Tax effect from special items | (5) | (5) |
| Earnings (losses) from unconsolidated affiliates, net | 2 | (2) |
| Non-controlling interests | 1 | (8) |
| **Gross cash flow before Líder** | **$119** | **$ 88** |
| Gross cash flow - Líder proportional | 9 | 4 |
| **Gross cash flow after Líder** | **$128** | **$93** |

(in millions)

| Adjusted gross operating assets reconciliation | Q4 FY15 | Q4 FY16 |
|---|---|---|
| Total assets | $ 3,231 | $ 3,265 |
| Accumulated depreciation | 509 | 540 |
| Capitalized operating leases | 623 | 564 |
| Cash and cash equivalents | (104) | (104) |
| Investment in unconsolidated entities | (216) | (195) |
| Goodwill | (76) | (30) |
| Intangibles | (18) | (8) |
| Assets held for sale: net | (58) | (44) |
| Assets held for sale: gross | 84 | 117 |
| Adj. for gains & losses on assets sales | 102 | 2 |
| Accounts payable | (84) | (97) |
| Accrued maintenance and repairs | (23) | (22) |
| Other accrued taxes | (13) | (8) |
| Accrued wages, benefits and related taxes | (82) | (59) |
| Other accrued liabilities | (139) | (78) |
| Income taxes payable | (8) | (27) |
| Deferred revenue | (37) | (24) |
| ST deferred taxes | (18) | (2) |
| LT deferred taxes | (166) | (172) |
| **Adjusted gross operating assets before Líder** | **$ 3,506** | **$ 3,617** |
| Adjusted gross operating assets - Líder proportional | 253 | 181 |
| **Adjusted gross operating assets after Líder** | **$ 3,759** | **$ 3,799** |

1) Reconciliation for these items follows right after this slide
2) Quarterly capital charge of 2.625% is based on annual capital charge of 10.5%

# Líder Bristow Value Added (BVA)
## Sample calculation for Q4 FY16 and Q4 FY15

**Bristow Value Added = Gross Cash Flow – (Gross Operating Assets X Capital Charge)**

**BVA = GCF – (GOA x 10.5%[2])**

**Bristow Value Added calculation for Q4 FY16**

**\$(0.3) = \$4.5[1] – (\$181* x 2.625%[2])**

**Bristow Value Added calculation for Q4 FY15**

**\$2.4 = \$9.0[1] – (\$253* x 2.625%[2])**

($ in millions)

| Gross cash flow reconciliation | Q4 FY15 | Q4 FY16 |
|---|---|---|
| Net income (loss) | (\$0) | \$30 |
| Depreciation and amortization | 3 | 2 |
| Rent | 7 | 7 |
| Interest expense | 2 | 3.5 |
| Interest income | 2 | (0.7) |
| FX (gains) losses | 16 | (2) |
| Other income/expense-net | (12) | (19) |
| Special Adjustment- remove Lider tax per income stmt. | 5 | (4) |
| Earnings (losses) from unconsolidated affiliates, net | | (0) |
| Non-controlling Interests | 0 | - |
| **Gross cash flow** | **\$22** | **\$16** |
| Special item outside of Líder - add Bristow tax calc. | (1) | (6) |
| Gross cash flow | \$21 | \$10 |
| **Líder proportional consolidation - GCF** | **\$9** | **\$4** |

($ in millions)

| Adjusted gross operating assets reconciliation | Q4 FY15 | Q4 FY16 |
|---|---|---|
| Total assets | \$588 | \$525 |
| Cash and cash equivalents | (69) | (149) |
| Accumulated depreciation | 76 | 54 |
| Capitalized operating leases | 136 | 149 |
| Investments & escrow deposits | (42) | (40) |
| Intangibles | (5) | (3) |
| Intangibles, amortization | 4 | 3 |
| Other, non operating assets | (23) | (40) |
| Accounts payable | (24) | (23) |
| Other payables | (4) | (10) |
| Other accrued taxes | (8) | (6) |
| Accrued wages, benefits and related taxes | (15) | (9) |
| Income taxes payable | (6) | (9) |
| Deferred revenue | (5) | (9) |
| **Adjusted gross operating assets** | **\$604** | **\$433** |
| **Líder proportional consolidation GOA** | **\$253** | **\$181** |

1) Reconciliation for these items follows right after this slide
2) Quarterly capital charge of 2.625% is based on annual capital charge of 10.5%

# Líder's adjusted EBITDAR reconciliation

| ($ in millions) | Q1 CY15 | Q2 CY15 | Q3 CY15 | Q4 CY15 | Q1 CY16 |
|---|---|---|---|---|---|
| Gross revenue | $80 | $83 | $74 | $63 | $62 |
| (-) Revenue deductions | (5) | (5) | (5) | (4) | (3) |
| Net operating revenue | 76 | 78 | 69 | 59 | 59 |
| (-) Cost of products and services | (56) | (59) | (52) | (46) | (46) |
| Gross profit | 19 | 19 | 17 | 13 | 13 |
| (-) Selling and administrative expenses | (6) | (6) | (5) | (6) | (4) |
| (+) Equity income of associates | (1) | 1 | (1) | 0 | 1 |
| (+) Other operating income/expenses | - | 0 | 1 | 1 | 0 |
| Operating result | 13 | 15 | 12 | 9 | 9 |
| (+) Depreciation and amortization | 3 | 3 | 2 | 2 | 2 |
| EBITDA | 16 | 17 | 14 | 11 | 11 |
| Leasing costs | 6 | 7 | 7 | 7 | 8 |
| **Adjusted EBITDAR** | **$22** | **$24** | **$21** | **$18** | **$19** |

Adjusted EBITDAR excludes special items and asset dispositions

# GAAP reconciliation

| | Three months ended March 31, | | 12 months ended March 31, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| | (In thousands, except per share amounts) | | | |
| Adjusted EBITDAR | $86,645 | $126,330 | $417,363 | $473,824 |
| Gain (loss) on disposal of assets | (6,837) | (10,255) | (30,693) | (35,849) |
| Special items[1] | (33,311) | (925) | (82,063) | (17,132) |
| Depreciation and amortization | (29,959) | (37,129) | (136,812) | (114,293) |
| Rent expense | (51,345) | (49,928) | (211,840) | (164,767) |
| Interest expense | (10,183) | (7,895) | (35,186) | (30,310) |
| Provision for income taxes | 11,582 | (4,390) | 2,082 | (22,766) |
| Net income | ($33,408) | $15,808 | ($77,149) | $88,707 |
| | | | | |
| Adjusted net income | $4,716 | $31,804 | $51,308 | $133,963 |
| Gain (loss) on disposal of assets[2] | (3,659) | (8,087) | (22,028) | (28,528) |
| Special items[1,2] | (26,312) | (8,640) | (101,722) | (21,135) |
| Net income (loss) attributable to Bristow Group | ($25,255) | $15,077 | ($72,442) | $84,300 |
| | | | | |
| Adjusted diluted earnings per share | $0.13 | $0.91 | $1.45 | $3.77 |
| Gain (loss) on disposal of assets[2] | (0.10) | (0.23) | (0.62) | (0.80) |
| Special items[1,2] | (0.74) | (0.25) | (2.92) | (0.59) |
| Diluted earnings (loss) per share | ($0.72) | $0.43 | ($2.12) | $2.37 |

1) See information about special items in the earnings release for Q4 FY16
2) These amounts are presented after applying the appropriate tax effect to each item and dividing by the weighted average shares outstanding during the related period to calculate the earnings per share impact

# Bank financial covenants

**Senior secured leverage ratio**

| **$ in millions** | **March 31, 2016** |
|---|---|
| Term loan | $336 |
| Term loan credit facility | 200 |
| Revolving credit facility | 144 |
| Covenant PV of leases | 604 |
| Letters of credit (secured) | 1 |
| Total covenant debt | $1,285 |
| | |
| TTM Adj EBITDAR | $417 |
| Non-cash stock comp expense | 21 |
| Cash proceeds from assets sales (max: $20M) | 17 |
| Non-cash FX impact | 20 |
| Other adjustments | 22 |
| TTM Covenant EBITDAR | $498 |
| | |
| Senior secured leverage ratio actual | **2.58x** |
| Senior secured leverage ratio maximum | **4.25x** |

**Current ratio**

| **$ in millions** | **March 31, 2016** |
|---|---|
| Total current assets | $593 |
| Less: assets HFS | (44) |
| Revolver availability less $25M | 230 |
| Total covenant current assets | $780 |
| | |
| Total current liabilities | $393 |
| Less: Term loan maturity in current assets | - |
| Total covenant current liabilities | $393 |
| | |
| **Covenent current ratio actual** | **1.99x** |
| **Covenent current ratio minimum** | **1.00x** |

# Total leverage reconciliation

| | Debt | | Investment | Capital | Leverage |
|---|---|---|---|---|---|
| | *(a)* | | *(b)* | *(c) = (a) + (b)* | *(a) / (c)* |
| (in millions) | | | | | |
| As of March 31, 2016 | $ 1,140.9 | | $ 1,503.3 | $ 2,644.2 | 43.1% |
| Adjust for: | | | | | |
| Unfunded pension liability | 70.1 | | | 70.1 | |
| NPV of lease obligations @ 6% | 578.3 | | | 578.3 | |
| Letters of credit | 11.7 | | | 11.7 | |
| Adjusted | $ 1,801.0 | *(d)* | $ 1,503.3 | $ 3,304 | 54.5% |

## Calculation of debt to adjusted EBITDAR multiple

| | | | |
|---|---|---|---|
| TTM Adjusted EBITDAR[1]: | | | |
| Q4 FY16 | | $ 417.4 | *(e)* |
| | = (d) / (e) | 4.32:1 | |

Adjusted EBITDAR excludes gains and losses on dispositions of assets

# Líder leverage reconciliation

| (in millions) | | Mar-15 | | Mar-16 |
|---|---|---|---|---|
| Total book debt | $ | 300 | $ | 265 |
| NPV of leases | | 41 | | 62 |
| **Total adjusted debt** | | **341** | | **327** |
| | | | | |
| TTM adjusted EBITDAR | $ | 104 | $ | 83 |
| **Adjusted debt / TTM adj. EBITDAR** | | **3.3x** | | **4.0x** |

Bristow

TARGET ZERO

# Capital expenditures

During fiscal years 2016, 2015 and 2014, we made capital expenditures as follows:

| | Fiscal Year Ended March 31, | | |
|---|---|---|---|
| | 2016 | 2015 | 2014 |
| Number of aircraft delivered: | | | |
| Medium | 1 | 6 | 8 |
| Large | 3 | 10 | 11 |
| SAR aircraft | 4 | 5 | 2 |
| Total aircraft [2] | 8 | 21 | 21 |
| Capital expenditures (in thousands): | | | |
| Aircraft and related equipment [1] | $ 285,530 | $ 476,368 | $ 563,724 |
| Other | 86,845 | 125,466 | 64,889 |
| Total capital expenditures | $ 372,375 | $ 601,834 | $ 628,613 |

(1) During fiscal years 2016, 2015 and 2014, we spent $202.7 million, $440.9 million and $529.4 million, respectively, on progress payments for aircraft to be delivered in future periods.

(2) During fiscal year 2016, we took delivery of two aircraft that were purchased using short-term debt borrowings for the final payments of the aircrafts.

Bristow

TARGET ZERO

# Aircraft capital commitments and options

*Aircraft Purchase Contracts* — As shown in the table below, we expect to make additional capital expenditures over the next five fiscal years to purchase additional aircraft. As of March 31, 2016, we had 36 aircraft on order and options to acquire an additional 14 aircraft. Although a similar number of our existing aircraft may be sold during the same period, the additional aircraft on order will provide incremental fleet capacity in terms of revenue and operating income.

| | Fiscal Year Ending March 31, | | | | |
|---|---|---|---|---|---|
| | 2017 | 2018 | 2019 | 2020 and beyond | Total |
| **Commitments as of March 31, 2016:** (1) | | | | | |
| Number of aircraft: | | | | | |
| Medium | 10 | — | — | — | 10 |
| Large | — | 5 | 4 | 9 | 18 |
| U.K. SAR | 4 | 4 | — | — | 8 |
| | 14 | 9 | 4 | 9 | 36 |
| Related expenditures (in thousands) (2) | | | | | |
| Medium and large | $ 49,746 | $ 66,044 | $ 60,455 | $ 109,341 | $ 285,586 |
| U.K. SAR | 55,503 | 58,208 | — | — | 113,711 |
| | $ 105,249 | $ 124,252 | $ 60,455 | $ 109,341 | $ 399,297 |
| **Options as of March 31, 2016:** | | | | | |
| Number of aircraft: | | | | | |
| Medium | — | 6 | — | — | 6 |
| Large | — | 6 | 2 | — | 8 |
| | — | 12 | 2 | — | 14 |
| Related expenditures (in thousands) (2) | $ 61,629 | $ 179,471 | $ 30,410 | $ — | $ 271,510 |

(1) Signed client contracts are currently in place that will utilize eight of these aircraft.

(2) Includes progress payments on aircraft scheduled to be delivered in future periods.

# Total commitments

The following table summarizes our significant contractual obligations and other commercial commitments on an undiscounted basis as of March 31, 2016 and the future periods in which such obligations are expected to be settled in cash. In addition, the table reflects the timing of principal and interest payments on outstanding borrowings as of March 31, 2016.

| | Payments Due by Period | | | | |
|---|---|---|---|---|---|
| | | Fiscal Year Ending March 31, | | | |
| | Total | 2017 | 2018 - 2019 | 2020 - 2021 | 2022 and beyond |
| | | | (In thousands) | | |
| Contractual obligations: | | | | | |
| Long-term debt and short-term borrowings: | | | | | |
| Principal [1] | $ 1,141,223 | $ 62,716 | $ 292,443 | $ 378,748 | $ 407,316 |
| Interest [2] | 224,370 | 44,982 | 77,386 | 51,580 | 50,422 |
| Aircraft operating leases [3] | 573,234 | 174,349 | 280,159 | 106,063 | 12,663 |
| Other operating leases [4] | 92,734 | 10,385 | 20,469 | 15,573 | 46,307 |
| Pension obligations [5] | 54,729 | 17,843 | 35,131 | 1,755 | — |
| Aircraft purchase obligations | 399,297 | 105,249 | 184,707 | 109,341 | — |
| Other purchase obligations [6] | 327,332 | 46,808 | 59,939 | 67,000 | 153,585 |
| Total contractual cash obligations | $ 2,813,341 | $ 462,753 | $ 950,235 | $ 730,060 | $ 670,293 |
| Other commercial commitments: | | | | | |
| Letters of credit | $ 11,686 | $ 11,686 | $ — | $ — | $ — |
| Contingent consideration [7] | 46,163 | 29,846 | 16,317 | — | — |
| Total commercial commitments | $ 57,849 | $ 41,532 | $ 16,317 | $ — | $ — |

Bristow

TARGET ZERO

# Total commitments (2)

(1) Excludes unamortized discount of $0.3 million on the Term Loan.

(2) Interest payments for variable interest debt are based on interest rates as of March 31, 2016.

(3) Represents separate operating leases for aircraft. During fiscal year 2016, we entered into five new aircraft operating leases.

(4) Represents minimum rental payments required under non-aircraft operating leases that have initial or remaining non-cancelable lease terms in excess of one year.

(5) Represents expected funding for pension benefits in future periods. These amounts are undiscounted and are based on the expectation that both U.K. pension plans will be fully funded in approximately three years. As of March 31, 2016, we had recorded on our balance sheet a $70.1 million pension liability associated with these obligations. The timing of the funding is dependent on actuarial valuations and resulting negotiations with the plan trustees.

(6) Other purchase obligations primarily represent unfilled purchase orders for aircraft parts, commitments associated with upgrading facilities at our bases and non-cancelable power-by-the-hour maintenance commitments. For further details on the non-cancelable power-by-the-hour maintenance commitments, see Note 1 in the "Notes to Consolidated Financial Statements" included elsewhere in this Annual Report.

(7) The Cougar purchase agreement includes a potential earn-out of $40 million payable over three years based on Cougar achieving certain agreed performance targets. During fiscal year 2014, the first year earn-out payment of $6.0 million was paid as Cougar achieved agreed performance targets. During fiscal year 2016, the second year earn-out payment of $8.0 million was paid as Cougar achieved agreed performance targets. Cougar achieved the agreed performance targets relating to the third year earn-out payment of which $10 million was paid in April 2016. Subsequent to March 31, 2016, we entered into an agreement to pay the remaining earn-out payment of $16 million in April 2017. The fair value of the earn-out relating to Cougar was $26 million as of March 31, 2016 and is included in contingent consideration on our consolidated balance sheet. The Eastern Airways purchase agreement includes a potential earn-out of £6 million ($8.6 million) over a three year period, which is contingent upon both the achievement of agreed performance targets and the continued employment of the selling shareholders. The first and second year earn-out payments relating to Eastern were not achieved. The Airnorth purchase agreement includes a potential earn-out of A$17 million ($13 million) to be paid over four years. During fiscal year 2016, a portion of the first year earn-out payment of A$2 million ($1.5 million) was paid as Airnorth achieved agreed performance targets. The fair value of a portion of the Airnorth earn-out, which is contingent upon the achievement of agreed performance targets, is A$9.4 million ($7.2 million) as of March 31, 2016 and is included in contingent consideration and other liabilities and deferred credits on our consolidated balance sheet. The remaining A$7 million ($5.4 million) of the Airnorth earn-out, which is contingent upon both the achievement of agreed performance targets and the continued employment of the selling shareholders, will be included as general and administrative expense in our consolidated statements of operations as earned. The earn-out for Airnorth will be remeasured to fair value at each reporting date until the contingency is resolved and any changes in estimated fair value will be recorded as accretion expense included in interest expense on our consolidated statements of operations.

# Contact us

Bristow Group Inc. (NYSE: BRS)
2103 City West Blvd., 4th Floor
Houston, Texas 77042
**t** 713.267.7600
**f** 713.267.7620
bristowgroup.com