

Strategy update emphasizes efficiency, opportunities

by Bill Chiles



President and
CEO Bill Chiles

Five years ago we introduced a business strategy built on the company's vision, mission and core values. In nearly every way, that strategy proved itself, as did our execution of that strategy. Our recently announced fiscal year 2010 results provide some of the proof.

But last year it became clear that our strategy needed to be updated to reflect what we had and hadn't accomplished, as well as the dramatic changes in the energy industry and the global economy.

As we begin fiscal year 2011, we've updated that strategy. You can read about the specific changes on page 6. As we move further into the year, you'll see and may be involved in turning those strategies into actions.

For now, I want to explain the process we went through to update the strategy, highlight the context for the changes and talk about the common threads.

ANALYSIS BEGAN WITH STRENGTHS, WEAKNESSES

The senior management team began its strategy review by assessing the company's strengths and weaknesses across the four pillars of our business: people, internal process, external partners and financial. Then

we identified the opportunities and threats that the business faces in each pillar. The next step was to determine what strategies we should continue, update, add or discontinue.

The major conclusions from this overall exercise are very positive. We've built some fundamental business advantages that have made us a leader and can help us stay that way. Our emphasis on safety, modernizing our fleet, global capabilities and strong financial stewardship are prime examples.

IMPROVING ROCE REQUIRES MORE EFFICIENCY

For all our accomplishments, we did not deliver on one key financial measure – a 20% return on capital employed (ROCE). Achieving that goal is important to our ability to attract and retain shareholders, which is critical to our success as a public company. It also helps us attract additional financing at favorable rates.

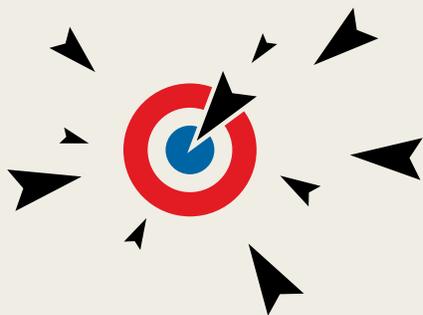
There are lots of things we can and will do to increase ROCE. Our reorganization – merging Eastern and Western Hemisphere operations into a single operating unit – and rethinking the delivery of many accounting, finance, information technology and human resources services will help us reduce costs and improve service to internal and external customers around the world.

Other examples of actions we can and will take:

- Spread responsibility for cost management to every level of the company
- Require more manager accountability for achieving realistic hurdle rates
- Seize opportunities to consolidate in mature markets
- Add joint ventures with local partners
- Invest in air rescue and general aviation
- Develop new technological innovations
- Target markets with best risk-adjusted returns, not just highest revenue
- As appropriate, use just-in-time financing for aircraft purchases, rather than raising capital far in advance.

We've come a long way since 2006. If you're looking for a theme to our new five-year strategy, it's this: We have to maintain the benefits of our maturity while never forgetting the drive, innovation, flexibility and customer focus that brought us so far while assuring that we live up to our core values. If we do that, everything else will take care of itself.

See 2010-2015 Strategy on page 6



Moving Toward Zero

Next phase to include:

- On-site behavioral assessments and interviews
- Safety Management System video
- Computer-based training
- Target Zero workshops
- Just Culture workshops



AUSTRALIA

Chevron Australia Pty Ltd. has signed a 6 1/2-year contract with a four-year extension option for two EC225 and two AW139 helicopters. Flights will take place from Barrow Island and will support the Gorgon and Wheatstone projects. In addition to the \$200 million contract with Chevron, Bristow has won the Barrow Island Airport management contract.

BRAZIL

Petróleo Brasileiro S.A. (PETROBRAS) has awarded a five-year contract to Bristow affiliate Lider Aviação for three S-92 helicopters. The contract began in May.

LIBYA

JAPEX (Japanese Petroleum Exploration Co.) has renewed its contract for an AS332L through mid June. Flights are from Benghazi.

BP has two AS332Ls on contract through January 2011. The aircraft and crews are LIMSAR (Limited Search and Rescue) capable.

NORTH AMERICA

ConocoPhillips Alaska has awarded a new six-month seasonal contract for two B206 aircraft that will operate from the company's North Slope properties.

SCOTLAND

Chevron has extended by three years its contract for sole use of an EC225 and shared use of an EC225 or AS332L. The contract also includes two one-year options. Supported from Aberdeen, flights are to the Alba, Erskine and Captain fields.

SWEDEN/FINLAND

SAIPEM S.p.A. has contracted for an AS332L helicopter to support the Nord Stream gas pipeline project through December 2011.



Photo: Chief Pilot Rosh Jaypalan

Flights for SAIPEM S.p.A. began in late March from Visby, Sweden, to the *Castoro Sei* (C6) pipelay vessel. The aircraft base will change to Turku and Helsinki in Finland as the project progresses.

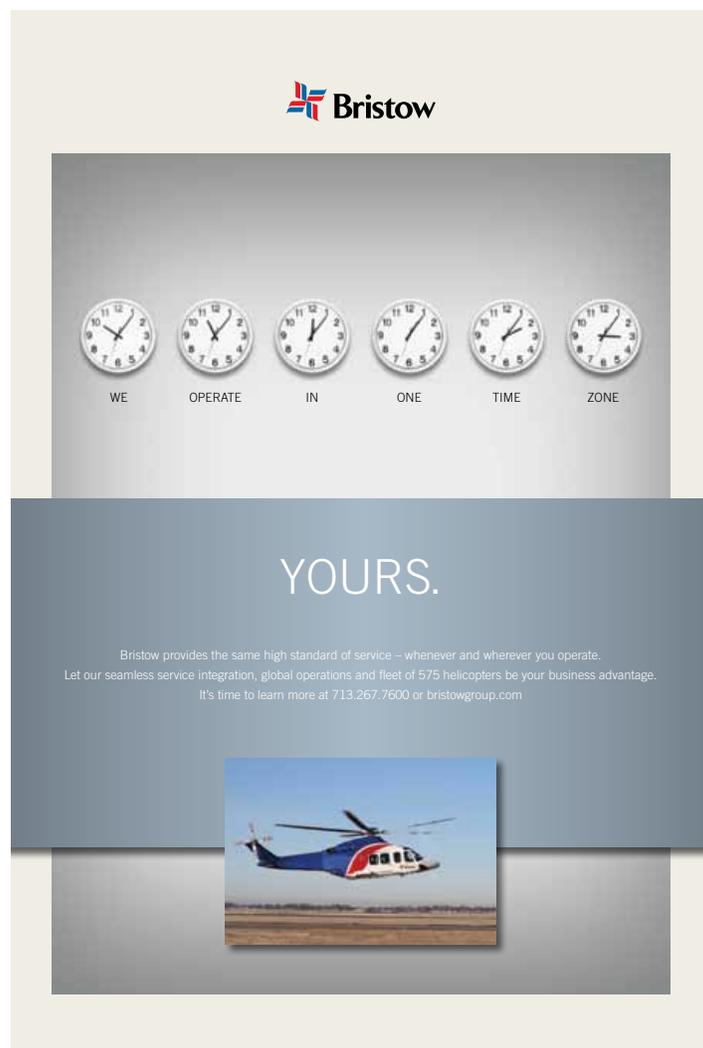
UNITED KINGDOM

BP has chosen Bristow to supply two S-76C++ helicopters on five-year contracts and two on shorter-term contracts. The aircraft operate out of Humberside, England. One aircraft is already at work, while the other three begin flights in September.

Perenco has extended its contract in the Southern North Sea for an S-76C++.

Time for Bristow

A new Bristow print ad was published in *Upstream* and *Vertical AU* magazines during May. The ad will run in other industry publications later in the year, including the *Aviation International News* in July.

The advertisement features the Bristow logo at the top. Below it is a row of six identical analog clocks. Under each clock is a word: WE, OPERATE, IN, ONE, TIME, and ZONE. Below the clocks is the word 'YOURS.' in large white letters. Underneath that is a paragraph of text: 'Bristow provides the same high standard of service -- whenever and wherever you operate. Let our seamless service integration, global operations and fleet of 575 helicopters be your business advantage. It's time to learn more at 713.267.7600 or bristowgroup.com'. At the bottom of the ad is a photograph of a Bristow helicopter in flight over a field.

Employee survey update

More than 1,900 responses to the company's first global employee survey gave high marks to customer focus, job satisfaction and safety. Employees said communication, rewards for top performers, and developing and offering career opportunities are the areas that need the most improvement.

Business units and senior management are reviewing the results and developing goals and action plans aimed at improvements. Employees will start hearing about the company's action plan in late June.

Heli-Expo 2010 showcases Bristow leadership

In February, Bristow continued its longstanding participation in Heli-Expo, the world's largest tradeshow dedicated to the international helicopter community. The event in Houston included a reception for Bristow customers, a Bristow Academy booth that attracted potential students, and the signing of a contract to purchase additional AW139 aircraft from AgustaWestland.



Photo: Kevin Hong

The purchase of four AW139 medium-twin helicopters was announced at Heli-Expo.



Photo: Kevin Hong

Bristow Academy's booth gave recruiters a high-profile location to visit with students.



The Bristow reception preceding Heli-Expo attracted more than 200 customers.

Training day readies rescue dogs

With the start of hurricane season in the U.S. Gulf of Mexico, preparations are under way in coastal regions to deal with the aftermath of a storm's fury. Bristow joined this effort recently by working with the Louisiana Search and Rescue Dog Team (LaSAR) to prepare both the dogs and their handlers for helicopter flight.

A general safety session was followed by loading and unloading the dogs into the helicopter with the rotors both stationary and turning to familiarize the K-9s with conditions they'd encounter in a real helicopter SAR event.

"It's crucial that our K-9s and handlers are comfortable with their environment," says Dee Wild, LaSAR's director of training. "It's extremely vital that a company like Bristow understands the value of our K-9s in the field and is willing to provide us with this invaluable training."



LaSAR team members got a feel for flight.



Bristow training helped prepare K-9s and their handlers. Since 1991, LaSAR has responded to more than 650 calls in eight states and Canada.

Board of directors plays key role in guidance, governance

For many employees, the role of the Bristow board of directors is a mystery. For enlightenment, we visited with Tom Knudson, Bristow chairman since 2006 and a board member since 2004. He offers insights about the board's role and structure.

Q: TOM, PLEASE EXPLAIN THE ROLE OF THE BOARD OF DIRECTORS.



Tom Knudson

A: Bristow is a public corporation, so the board is elected by the shareholders to look after their interests. Doing that falls into two categories. The first is compliance, which gets a lot of attention today with all the difficulties that some companies are having. The board is there to ensure that the company is doing all the right things. That ranges from overseeing how well Bristow lives out its core values to faithfully and accurately complying

with SEC (Securities and Exchange Commission) and NYSE (New York Stock Exchange) regulations and guidelines. It includes how well we are discharging our responsibilities to be transparent, to accurately report our financial results, and so on.

The second broad area is what I would call strategic counsel. Management certainly has the primary responsibility for developing and implementing a strategy for the company, but one of the things we try to do is be a resource for management in terms of strategic guidance.

Q: A KEY PART OF THE BOARD'S RESPONSIBILITY IS TO HELP MAXIMIZE SHAREHOLDER INVESTMENT, CORRECT?

A: Absolutely. We oversee how well the company is executing its business plan and look out for the shareholders' interests in terms of short-term profit and long-term value creation.

ABOUT TOM KNUDSON

After graduating from the U.S. Naval Academy in 1967, Tom received a master of science degree in aerospace engineering. That was followed by flight training and two tours in Vietnam, flying A-7s off the *USS Enterprise*, the world's first nuclear-powered aircraft carrier. In 1975, he joined Conoco. His diverse career at Conoco and ConocoPhillips included engineering, operations, business development and commercial assignments. He retired in 2004 as senior vice president of human resources, government affairs and communications. He also served as a member of ConocoPhillips' management committee. In 2004, he formed Tom Knudson Interests LLC, which provides consulting services in energy, sustainable development and leadership. He also serves on the board of another energy-related company, MDU Resources Group.

Q: DESCRIBE THE RELATIONSHIP BETWEEN SHAREHOLDER INTERESTS AND LONG-TERM REWARDS FOR THE COMPANY AND EMPLOYEES.

A: If it's done properly, those two are actually very well aligned. We try to meet the expectations of all of our stakeholders, which include employees, shareholders, customers, suppliers and the governments where we work. We try to balance meeting their expectations in terms of how we're doing in the near term – how much profit we are generating each quarter and so on, and how well we are executing against our plan to grow the company. In many cases, the investments that you make may have a negative impact on the short term because they require a significant cash outlay.

Q: ARE THERE TIMES WHEN THE BOARD DISAGREES WITH A MANAGEMENT PROPOSAL?

A: Sometimes. There is a healthy tension between supporting management and asking tough questions. An effective board will challenge assumptions, for example, about how doable a business proposal might be or how valid the underlying assumptions are. This is something I think our board does very well. Also, management never just surprises us with something. If there is something important that they want to talk about, they'll have it in our hands well before we actually meet. In many cases we'll have had a chance to chat one off – board member with management.

Q: ARE THE BOARD MEMBERS EVER ADVOCATES FOR THE FIRM, WITH EITHER POTENTIAL CUSTOMERS OR THE INVESTMENT COMMUNITY?

A: One of the governance principles that we adhere to as a board is that the primary spokesperson for the company is Bill Chiles. He's the person who is responsible for running the business day to day. I think boards can get in trouble when they start relating to the investment community or the external stakeholders independently from the chief executive.

Q: HOW ARE BOARD MEMBERS SELECTED?

A: We use a two-page skills matrix that helps us understand a candidate's education, work experience, special talents and so on. We update that matrix every year so that our Governance and Nominating Committee, whose primary accountability it is to look at the board's makeup, can recommend the right balance.

Q: HOW ARE BOARD MEMBERS COMPENSATED?

A: We participate in a number of surveys to look at what peer companies are doing in terms of compensation. Essentially, we pay directors a retainer for their service. We pay committee chairs an extra retainer because that involves a lot of extra work. I get paid a retainer that's larger

than the other board members, but I don't receive any fees other than that. The other directors also receive meeting fees. All board members receive restricted stock. It's an important way for directors to build share ownership, just as it's important for our senior executives to build share ownership; so that over time, our directors have a significant personal stake in the financial success of the company.

Q: THE COMPANY BEGAN A REORGANIZATION DURING THE LAST PART OF 2009. WAS THE BOARD CONSULTED, AND WHAT DO YOU THINK ABOUT THAT REORGANIZATION?

A: When Bill was contemplating the reorganization, he shared this with us well in advance. We had a robust discussion about it. We talked about the implications on people. We talked about the potential implications on the business, and whether we could implement the reorganization and at the same time continue to be superb in customer service and reliability. The board was very supportive of what Bill wanted to do.

Q: IS THERE A MESSAGE YOU'D LIKE TO LEAVE WITH BRISTOW EMPLOYEES?

A: The primary message is how proud we are of the company. We are proud of the character of the company. We believe that we've got a superb CEO in Bill Chiles, who sets the proper tone at the top, and who drives the culture that we all think is important. We think we are an extremely competitive company. We've got great relationships with our OEMs. We've got great relationships with our customers. We like where we are going as a company.

Grant approval supports Academy expansion plan

A \$2 million federal grant approved for the Space Coast Regional Airport in Titusville, Fla., completes a funding plan that will allow Bristow Academy to expand its operations at the facility.

Added to a sizable company investment, the grant will help fund a nine-acre concrete flight line, an expanded 14,000-square-foot flight operations building and a new maintenance facility during a second expansion phase. The projects could mean new jobs at the Academy over the next few years and the ability to train an additional 100 pilots each year.

The expanded airport administration building will also house Bristow Air Center, which provides ground operations and services to fixed-wing customers.

MANAGEMENT CHANGES

John Cloggie has moved from director of the Europe Business Unit to the same position with Global Centralized Operations. **Mike**



Alan Grant

Imlach takes over for John in Europe, leaving his role as director of the West Africa Business Unit. **Akin Oni** assumes Mike's position in West Africa. **Alan Grant**, who led the Europe Business Unit on an interim basis, is transferring to West Africa to become commercial manager, and deputy to Akin Oni.

Jeremy Akel has expanded responsibilities with the combining of Latin America operations and those of other International markets. He is director of the new International Business Unit.

In Global Centralized Operations, **Mark Becker** moves to Aberdeen from New Iberia to become director of Business Services. Previously, he led Centralized Operations in the Western Hemisphere. **Angus Kerr** is director of Supply Chain in Centralized Operations.



Michel Couturier

Michel Couturier becomes director of Operations HR.

George Bruce has been appointed finance director of Operations, with responsibility for the accounting, planning, internal management reporting and other finance operations needed to support the business units.

Andrew Magowan, previously director of Eastern Hemisphere Legal, is now director of Legal in the new combined organization.

Australian newspaper highlights company's expansion

Bristow's role in serving Australia's booming offshore oil and gas industry was the subject of a recent feature article in the weekend edition of *The Australian*, the country's top-selling newspaper.

After describing Bristow's countrywide network of bases and crew rotations, writer Jo Studdert said "Bristow's operation is extensive, highly regulated, and a testament to logistical brilliance."

Bristow Australia Director Allan Blake noted the company's 40-year history in Australia as well as the recent acquisition of two new EC225 aircraft, with one more on the way, to keep up with growing demand. Managing Pilot Marc Newmann provided a glimpse of life in the cockpit, stressing that behind the excitement of offshore flight is a strong safety culture.

"We want people with a passion and a love of flying," Blake added, "but we also want sticklers for the rules."

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2010-2015 STRATEGY

Employees here in 2006 will remember the introduction of a five-year company strategy that prompted some big changes throughout the business. A new five-year strategy is now on paper. We compare what's different in the new strategy and provide some background about the differences.

PEOPLE	INTERNAL PROCESS	EXTERNAL PARTNERS	FINANCIAL
<p>CONTINUED Strengthen & Globalize Workforce Maximize Knowledge Sharing</p>	<p>CONTINUED Deliver Industry-Leading Safety Develop Global Operating Standards Leverage Information & Technological Capabilities</p>	<p>CONTINUED Achieve #1 or #2 Position in Each Strategic Market Maintain Industry-Leading Responsiveness Develop New Products, Services & Technologies</p>	<p>CONTINUED Achieve ROCE: High Teens %</p>
<p>NEW Socially Responsible Citizen Broadens previous Community Outreach goal.</p> <p>Promote a Culture of Continuous Improvement Minimize operating costs, build capabilities to complement offshore energy business, develop second-tier management, promote manager accountability and encourage innovation.</p> <p>Maintain Commitment to Business Integrity Preserve improvements since resolution of compliance issues and Department of Justice investigation.</p>	<p>NEW Maximize Organizational, Operational and Tax Efficiency Highlights increased need for lowering costs and boosting efficiency at all levels.</p> <p>Rejuvenate Innovation Innovate in areas such as TCAS II (Traffic Alert and Collision Avoidance System), Helicopter Flight Data Monitoring (HFDM) and flight following.</p>	<p>NEW Differentiate: Become a Category of One Establishes leadership goal across all aspects of company to distinguish Bristow from all competitors.</p> <p>UPDATED Focus on Key Clients & Suppliers Suppliers added to reflect their importance in helping company achieve goals.</p>	<p>NEW Value Optionality over Certainty in Capital Markets Reduce working capital, minimize total capital employed and seize opportunities to reduce cost of capital using specialty capital sources.</p> <p>Become More Innovative and Flexible Add creativity and flexibility in bid strategy, currency exchange rate management, aircraft orders and customer contracts.</p> <p>UPDATED Increase Revenue to \$1.8B Reflects achievement of previous goal of \$1.5B.</p> <p>Maintain a Strong Balance Sheet Removes word "Conservative," reflecting that a strong balance sheet today needs to emphasize flexibility.</p>

DISCONTINUED
Community Outreach
 Too limiting. Expanded to Socially Responsible Citizen.

DISCONTINUED
Enhance Compliance
 Incorporated in People: Maintain Commitment to Business Integrity.

Pursue Operational Excellence
 Incorporated in Maximize Organizational, Operational and Tax Efficiency.

DISCONTINUED
Expand Grasso Production Management
 No longer applicable. Grasso sold in 2008.

DISCONTINUED
Enhance Stockholder Return
 Not necessary as specific strategy as all other strategies always support this.

Business Unit Basics

Just when you had memorized all the business unit names and abbreviations, along comes the reorganization to challenge your understanding of the Bristow universe. Here we acquaint you with the new business unit structure and some basic facts.

NORTH AMERICA

Countries: United States – U.S., Gulf of Mexico, Alaska
Employees: 689
Aircraft: 112
Major customers: Alyeska, Chevron, Cobalt, El Paso, Mariner Energy, Murphy Oil
Led by: Danny Holder

EUROPE

Countries: United Kingdom, The Netherlands, Norway
Employees: 775
Aircraft: 113
Major customers: BP, Talisman, ConocoPhillips, IAC, Shell, Statoil
Led by: Mike Imlach

INTERNATIONAL

Countries: Trinidad, Brazil, Mexico, Russia, Egypt, Malaysia, India, Turkmenistan, Libya
Employees: 242
Aircraft: 204
Major customers: BP, Chevron, ExxonMobil, Pemex, Petrobras, Repsol
Led by: Jeremy Akel

WEST AFRICA

Countries: Nigeria
Employees: 603
Aircraft: 54
Major customers: Addax, Chevron, ExxonMobil, Shell, Total
Led by: Akin Oni

AUSTRALIA

Countries: Australia
Employees: 337
Aircraft: 30
Major customers: AOW Consortium, Apache Oil, BHP Billiton, Chevron, Hess, Shell, Woodside
Led by: Allan Blake

BRISTOW ACADEMY

Locations: Florida, Louisiana, California, United Kingdom
Employees: 190
Aircraft: 80
Students (annual): 368
Led by: Samantha Willenbacher

GLOBAL CENTRALIZED

OPERATIONS
Includes: Business Services, Supply Chain, Support Centers
Employees: 434
Led by: John Cloggie
Note: Aircraft identified as of March, 31, 2010. Aircraft numbers include affiliates.

Values in Action

TEAMWORK IN NEW IBERIA HELPS SOLVE FRONT-DESK STAFFING ISSUE

When layoffs occur, teamwork becomes even more important. In New Iberia, a reduction in workforce last year prompted a team effort to cover for Receptionist Gretchen Viator and her backup, HR Mail Clerk Maria Desser, during short breaks and time off.



From left (standing): Erica Baker, Facilities Maintenance; HR Mail Clerk Maria Desser; Danelle Santos, Training; Receptionist Gretchen Viator; Jerri Broussard, Material Control; Elaine Sun, QA/Maintenance Control. From left (seated): Linda Marks, Safety; Diana Teague, Human Resources; and Tami McCreary, Legal/Risk Management. Other team members are Mindy Boudreaux, Finance; and Kathy Chilton, Cindy Dyson and Alison Stevens, all Flight Following operators.

The goal was to maintain excellent customer service in answering phone calls and greeting guests, says Beverly Breaux, HR partner. The solution: ask each department to assign someone to be available to

BRISTOW'S CORE VALUES

Bristow's values represent our core beliefs and how we conduct our business.

- Safety first!
- Quality and Excellence – Set and achieve high standards in everything we do.
- Integrity – Do the right thing.
- Fulfillment – Develop our talents and enjoy our work.
- **Teamwork – Communicate openly and respect each other.**
- Profitability – Make wise decisions and help grow the business.

fill in for 15 minutes to an hour, when their job permits. Nearly a dozen people are now trained to fill in.

“Not only have we gained efficiencies, but we have also developed a great team,” says Breaux. She makes sure that team members get the recognition they deserve and have the flexibility to say “no” when they need to. “My advice to others facing a similar situation is remember that teamwork divides the task and doubles the success – come together and be creative!”

News Briefs

STUDY WILL REVIEW GLOBAL BUSINESS SERVICES

An eight-week evaluation will soon be under way to assess the prospects for a new approach to executing non-strategic functions across Human Resources, IT, Administrative Procurement and Finance.

An internal team led by Howard Spiegel, project director Human Resources Information Systems and Process Transformation, is conducting the review, which is being supported by EquaTerra, a global specialist in service delivery and processes. Employees in the affected departments will also be involved in the review.

The review will determine how transactions are processed and their costs, followed by a comparison with best practices. Recommendations to the senior management team are expected in August.

BRISTOW AMONG FINALISTS FOR U.K. SAFETY AWARD

From a field of more than 30 companies, Bristow was named one of the three finalists for the 2010 “Company Award for Innovation in Safety” from the U.K. Oil and Gas Industry Association.

While the award eventually went to BP, reaching the short list of three was a significant achievement for the company. “A finalist position underlines the hard work and dedication the whole team at Bristow has shown to raising safety standards much further than the minimum required,” says Fiona Macleod, commercial manager, Europe.

The company’s entry included Target Zero program achievements as well as actions such as the introduction of special helmets to protect engineering and maintenance staff, improved flight safety measures and bar codes for maintenance tools.

ACADEMY TEAMS UP WITH FLORIDA INSTITUTE

Bristow Academy and the Florida Institute of Technology are combining capabilities to offer a university aviation education and helicopter flight training beginning with the 2010 fall semester.

The program will offer a four-year degree in areas such as aeronautical science and aviation management as well as training to become a commercial- and instrument-rated helicopter pilot. In addition to helping meet pilot demand in an expanding industry, the program is expected to be especially attractive to eligible military veterans who can receive full funding under a new post-9/11 GI Bill.



Easily accommodating five S-76s and one AS332L, the new hangar in Norwich, U.K., is enabling better protection for aircraft and reducing congestion in other hangars. An inner skin makes the hangar more functional and durable while allowing for much better insulation.

Florida Tech’s College of Aeronautics is recognized as one of the top university-based aviation programs in the United States. The college is located in Melbourne, Fla., just minutes from the Academy’s campus in Titusville.

FAIRBANKS CREW AIDS IN SNOWMACHINER RESCUE

Alaska state troopers chartered a Bristow helicopter in Fairbanks to bring a stranded snowmachine rider to safety after a night in the wilderness with temperatures at least 20 degrees below zero.

The rider became separated from his group, and with no survival gear, he set his snowmachine on fire to keep warm. His traveling companions alerted authorities at 3:30 a.m. and provided a cell phone number to assist in locating the rider.

Bristow Alaska Director of Operations Rick Rogers was called by troopers within an hour and contacted Chief Pilot Dave Jones to get the rescue mission under way, which was flown by Ryan Porhola.



Patrick Gerard

PATRICK GERARD PASSES 20,000-HOUR MILESTONE

Congratulations to Scatsta-based pilot Patrick Gerard for recording his 20,000th flying hour earlier this year. That’s equal to 833 days or 2.4 years of nonstop flight.

The 32-year Bristow veteran began his flying career in 1971 and has flown 10 different aircraft models in regions from Aberdeen and Italy to Trinidad and Iran. He currently flies the Sikorsky S-92.

The secret to his success? Patrick says it’s all about safety. “Safety is number one – for the aviation world in general and Bristow in particular,” he says. “Keep it in mind and fly safe.”

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