



**POLLARD BANKNOTE LIMITED**  
**ANNUAL INFORMATION FORM**

*March 7, 2012*

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# TABLE OF CONTENTS

<b>POLLARD BANKNOTE LIMITED AND OTHER PARTIES.....</b>	<b>1</b>
STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES.....	2
<b>GENERAL DEVELOPMENT OF THE BUSINESS .....</b>	<b>4</b>
REORGANIZATION AND INITIAL PUBLIC OFFERING .....	4
CONVERSION TO A CORPORATION .....	4
RECENT DEVELOPMENTS.....	5
<b>INDUSTRY OVERVIEW .....</b>	<b>5</b>
GENERAL .....	5
LOTTERIES .....	6
CHARITABLE GAMING.....	6
PRODUCTS .....	7
<i>Paper Tickets</i> .....	7
<i>Lottery Management Services</i> .....	7
<i>Licensed Products</i> .....	7
<i>Vending Machines</i> .....	7
<i>Lotto Products</i> .....	8
<i>Bingo</i> .....	8
<i>Internet and Website Development</i> .....	8
<i>Video Lottery Terminals</i> .....	8
<b>THE BUSINESS OF POLLARD BANKNOTE.....</b>	<b>9</b>
OVERVIEW .....	9
BUSINESS STRENGTHS.....	10
<i>Leading Market Position</i> .....	10
<i>World Class Manufacturer</i> .....	11
<i>Proprietary High Value Products</i> .....	11
<i>Significant Barriers to Entry</i> .....	11
<i>Long Term Customer Relationships</i> .....	12
<i>Excellent History of Growth</i> .....	15
<i>Experienced Management Team</i> .....	15
CORPORATE STRATEGY .....	15
<i>Ongoing Technological Advancements to Improve Productivity</i> .....	15
<i>Increased Development and Sale of Proprietary Printed Products</i> .....	16
<i>Licensed Products and Merchandise</i> .....	16
<i>Cross Fertilization of the Lottery and Charitable Gaming Market</i> .....	16
<i>Capturing Expanding Lottery and Gaming Jurisdictions</i> .....	16
<i>Acquisitions</i> .....	17
<i>Lottery Management</i> .....	17
<i>Strategic Partnerships</i> .....	18
PRODUCTS AND SERVICES .....	18
<i>Instant Tickets</i> .....	18

---

<i>Bingo Paper</i> .....	19
<i>Pull-tab Tickets</i> .....	20
<i>Licensed Games</i> .....	20
<i>Lottery Management Services</i> .....	20
<i>Internet and Website Development</i> .....	20
<i>Vending Machines</i> .....	21
<i>Social Media</i> .....	21
CUSTOMERS, SALES AND MARKETING .....	21
<i>Lottery Market</i> .....	21
<i>Marketing to Lotteries</i> .....	21
<i>Charitable Gaming Market</i> .....	22
SUPPLIERS AND RAW MATERIAL .....	23
EMPLOYEES .....	23
PENSION PLANS .....	23
PROPERTIES .....	24
COMPETITION .....	25
<i>Lottery Market</i> .....	25
<i>Charitable Gaming Market</i> .....	25
ENVIRONMENTAL, HEALTH AND SAFETY .....	25
CAPITAL EXPENDITURES .....	26
PATENTS, TRADEMARKS AND LICENSES .....	27
<i>Patents</i> .....	27
<i>Trademarks</i> .....	27
<i>Licensed Games</i> .....	27
REGULATORY ENVIRONMENT .....	28
<i>General</i> .....	28
<i>Lottery Market</i> .....	28
<i>Charitable Gaming Market</i> .....	29
<b>GOVERNANCE</b> .....	<b>30</b>
DIRECTORS AND OFFICERS OF POLLARD BANKNOTE LIMITED .....	30
BIOGRAPHIES OF DIRECTORS AND OFFICERS .....	31
GOVERNANCE OF POLLARD BANKNOTE LIMITED .....	32
<i>Governance</i> .....	32
<i>Audit Committee</i> .....	33
<i>Committees of the Board of Directors of Pollard Banknote Limited</i> .....	33
<i>Guidelines for Continuous Public Disclosure</i> .....	34
OWNERSHIP OF SECURITIES .....	34
EXTERNAL AUDITOR SERVICE FEES .....	35
INDEBTEDNESS OF MANAGEMENT PERSONNEL .....	35
<b>PRINCIPAL AGREEMENTS</b> .....	<b>36</b>
PLAN OF ARRANGEMENT .....	36
<b>INDEBTEDNESS</b> .....	<b>36</b>
CREDIT FACILITY .....	36

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---

<b>DESCRIPTION OF POLLARD BANKNOTE LIMITED.....</b>	<b>38</b>
INCORPORATION .....	38
DESCRIPTION OF SHARE CAPITAL .....	38
<i>Preference Shares</i> .....	38
<i>Common Shares</i> .....	38
<b>RISK FACTORS.....</b>	<b>41</b>
RISKS RELATED TO THE BUSINESS AND THE INDUSTRY .....	41
<i>Dependence on Key Products</i> .....	41
<i>Inability to Sustain Sales or EBITDA Margins</i> .....	41
<i>Economic Uncertainty</i> .....	41
<i>Dependence on Major Customers</i> .....	42
<i>Exchange Rate Fluctuations</i> .....	42
<i>Additional Capital Requirements</i> .....	42
<i>Inability to Sustain and Manage Growth</i> .....	42
<i>Competition</i> .....	43
<i>Future Acquisition and Integration Risks</i> .....	43
<i>Reliance on Manufacturing Facilities</i> .....	44
<i>Reliance on Key Personnel</i> .....	44
<i>Technological Change</i> .....	44
<i>Significant Changes to Government Regulations</i> .....	44
<i>Licensing and Regulatory Requirements</i> .....	45
<i>Income and Other Taxes</i> .....	45
<i>Intellectual Property</i> .....	45
<i>Litigation</i> .....	46
<i>Raw Material Price Volatility</i> .....	46
<i>Lack of Long-Term Supplier Agreements</i> .....	46
<i>Product Liability</i> .....	46
<i>Labour Disruptions</i> .....	46
<i>Dependence on Sole or Limited Sources of Supply</i> .....	47
<i>Operating Hazards</i> .....	47
<i>Environment, Health and Safety Requirements and Related Considerations</i> .....	47
<i>Insufficient Insurance Coverage</i> .....	48
<i>Interest Rates</i> .....	48
<i>Dividends Are Not Guaranteed and Will Fluctuate with Business Performance</i> .....	48
<i>Leverage and Restrictive Covenants</i> .....	49
<i>Control and Contractual Restrictions by Pollard Equities Limited</i> .....	49
<i>Future Sales of Shares by Pollard Equities Limited</i> .....	50
<b>DIVIDENDS.....</b>	<b>50</b>
<b>LEGAL PROCEEDINGS .....</b>	<b>50</b>
<b>REGISTRAR AND TRANSFER AGENT .....</b>	<b>50</b>
<b>INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS.....</b>	<b>50</b>
INITIAL PUBLIC OFFERING.....	50
CONVERSION TO A CORPORATION.....	51

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---

<b>MARKET FOR SECURITIES</b> .....	<b>52</b>
<b>PRIOR SALES</b> .....	<b>52</b>
<b>PROMOTER</b> .....	<b>52</b>
<b>MATERIAL CONTRACTS</b> .....	<b>53</b>
<b>INTEREST OF EXPERTS</b> .....	<b>53</b>
<b>DOCUMENTS INCORPORATED BY REFERENCE</b> .....	<b>53</b>
<b>ADDITIONAL INFORMATION</b> .....	<b>53</b>
<b>SCHEDULE A</b>	

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*This annual information form includes forward looking statements. We have based these forward looking statements on our current expectations and projections about future events. These forward looking statements include, among other things: our anticipated growth strategies; anticipated trends in our business; and our ability to expand our business activities.*

*The forward looking statements included in this annual information form are subject to risks, uncertainties and assumptions about Pollard Banknote Limited (“Pollard Banknote” or the “Company”) and its direct and indirect subsidiaries and affiliates. Our actual results of operations may differ materially from the forward looking statements as a result of, among other things, general risks related to the lottery and charitable gaming industries, our reliance on key personnel, changes in technology, fluctuating results of operation, and fluctuation of foreign exchange rates. We undertake no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward looking events discussed in this annual information form might not occur.*

*Pollard Holdings Limited Partnership, together with its general partner and subsidiaries (including Pollard Banknote Limited Partnership), are collectively referred to herein as “Pollard LP,” or the “Partnership.”*

*Unless the context indicates otherwise, the information appearing herein is stated as at December 31, 2011 and all dollar amounts referred to in this document are references to Canadian dollars.*

*All figures are in millions except for per share amounts or where otherwise noted.*

## **POLLARD BANKNOTE LIMITED AND OTHER PARTIES**

Pollard Banknote Limited (“Pollard Banknote”, “Pollard” or the “Company”), formerly 7510101 Canada Limited, was incorporated under the laws of Canada on March 26, 2010. The principal head and registered office is at 1499 Buffalo Place, Winnipeg, Manitoba, Canada, R3T 1L7. The Company was created in contemplation of the Conversion, (See “General Development of the Business - Conversion to a Corporation”) which utilized a plan of arrangement to convert Pollard Banknote Income Fund (the “Fund”) from an income fund to a public corporation. The principle business activity of the Company and its subsidiaries is the supply of lottery and charitable gaming products and services.

Pursuant to the plan of arrangement under the Conversion the holders of Trust Units of the Fund transferred their Trust Units to the Company in consideration for Common Shares of the Company on a one to one basis. Pollard Equities Limited (“Equities”) transferred the Class B and Class C Limited Partnership Units (the “Exchangeable LP Units”), the Special Voting Units of the Fund and the Common Shares of Pollard Banknote GP Limited held by it to the Company in consideration for Common Shares on the basis of one Common Share for one Exchangeable LP Unit (together with its accompanying Special Voting Unit) and one Pollard Banknote GP Limited Common Share.

Upon completion of the plan of arrangement Pollard Equities Limited holds approximately 73.5% of the outstanding Common Shares of the Company. The remaining approximate 26.5% of the Common Shares are held by the public.

Pursuant to the Conversion, on January 20, 2011, Pollard Banknote Trust was dissolved and on January 21, 2011, Pollard Banknote Income Fund was dissolved.

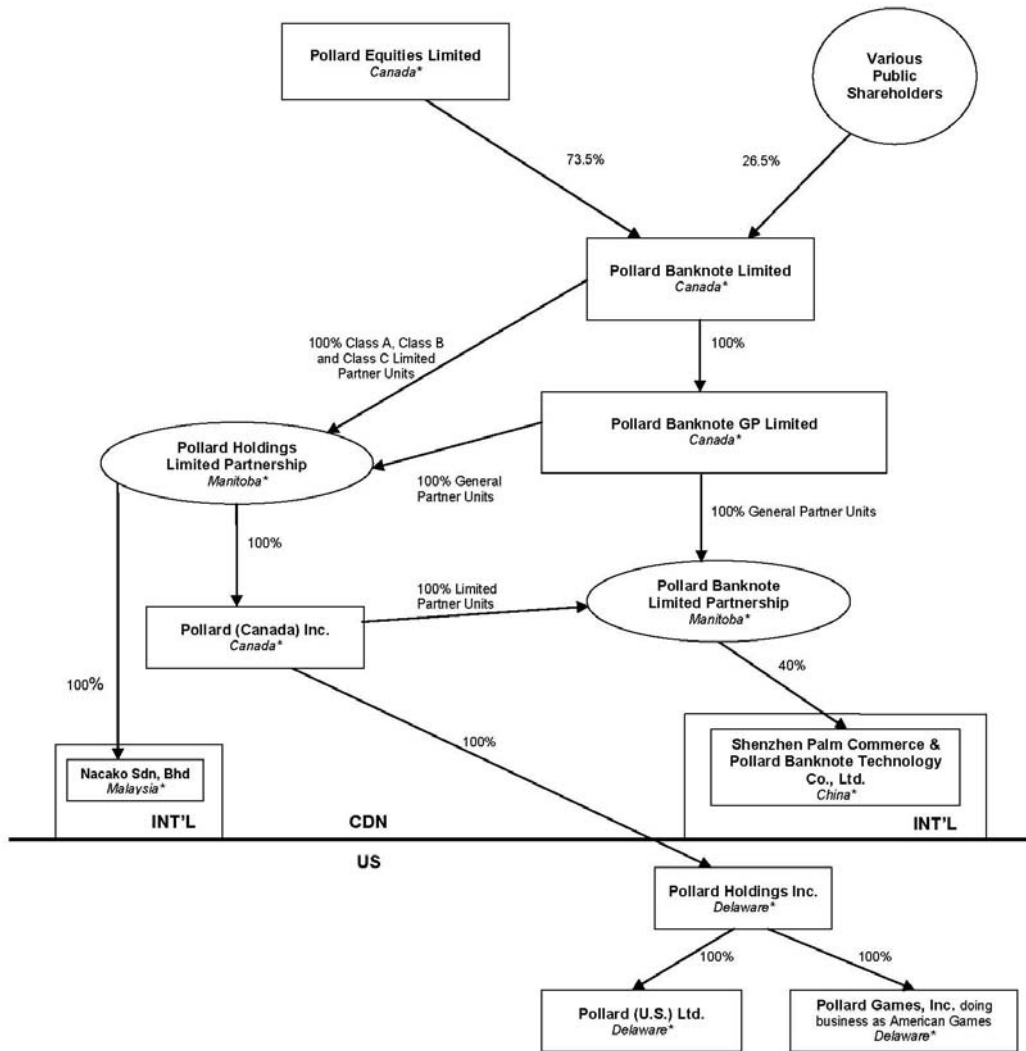
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The Company now owns directly 100% of the Common Shares of Pollard Banknote GP Limited as well as 100% of the Partnership Units of Pollard Holdings Limited Partnership (“Pollard LP”). Pollard LP, in turn, holds the assets used to carry on the business directly or through its subsidiaries.

Effective January 21, 2011, 100% of the Partnership Units of Pollard Banknote Limited Partnership were transferred from Pollard LP to Pollard (Canada), Inc.

#### **STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES**

The following corporate chart illustrates the Company and its significant related affiliates (including the jurisdiction of establishment/incorporation of the various entities as at December 31, 2011). It also lists the principal subsidiaries as at December 31, 2011 and the percentage of securities beneficially owned by the Company or over which the Company exercises control of direction.



\* denotes jurisdiction of incorporation/amalgamation/continuance/establishment



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## **GENERAL DEVELOPMENT OF THE BUSINESS**

### **REORGANIZATION AND INITIAL PUBLIC OFFERING**

Prior to August 5, 2005, the Business was conducted by Equities directly and through a number of direct and indirect subsidiaries.

On August 5, 2005, Equities transferred its operating assets and liabilities to Pollard LP, with a book value of \$35.3 million, in exchange for promissory notes of \$60.5 million and 14,006,146 Class B LP Units and 3,531,474 Class C LP Units, which had an estimated combined fair value of \$172.2 million.

On August 5, 2005, as part of an initial public offering (the “offering”) and a private placement, 6,005,538 Class A Limited Partnership Units (“LP Units”), equal to approximately 25.5% of the outstanding Limited Partnership interests of Pollard LP, were issued indirectly to the Fund in exchange for cash consideration of \$60.1 million. The acquisition of the Limited Partnership Units occurred through Trust.

In addition, on August 5, 2005, the promissory notes were repaid using proceeds from issuance of 6,005,538 Class A LP Units and proceeds from the new credit facility.

On August 29, 2005, the underwriting group exercised an over-allotment option on the Fund resulting in the issuance of an additional 280,162 Fund Units and the indirect purchase by the Fund of 280,162 additional Class A LP Units from Pollard LP for net proceeds of \$2.6 million. In addition, on August 29, 2005, Pollard LP redeemed 280,162 Class B LP Units from Equities for \$2.6 million.

Following the completion of the initial public offering and private placement on August 5, 2005 and completion of the over-allotment on August 29, 2005, (i) Trust owned 6,285,700 Class A LP Units of Pollard LP representing an approximate 26.7% Limited Partnership interest in Pollard LP, and an equivalent interest in the common shares of the General Partner, and (ii) Equities owned 13,725,984 Class B LP Units and 3,531,474 Class C LP Units of Pollard LP, representing collectively an approximate 73.3% interest in Pollard LP, and an equivalent interest in the common shares of the General Partner. In addition, Equities owned 17,257,458 Special Voting Units and subsequent to the IPO, Equities acquired 47,700 Units of the Fund on the open market.

### **CONVERSION TO A CORPORATION**

On January 28, 2010, the Trustees of the Fund, in conjunction with the Board of Directors of Pollard Banknote GP Limited, General Partner of Pollard LP, approved in principle a plan to convert Pollard Banknote Income Fund into a publicly traded corporation. On April 6, 2010, the Ontario Supreme Court of Justice approved the preliminary plan of arrangement for the Conversion. On May 6, 2010, the Unitholders of the Fund voted in favour of the Conversion and on May 13, 2010, the Ontario Securities Commission approved the final plan of arrangement.

The Conversion utilized legislative tax-free conversion options and became effective May 14, 2010. Pursuant to the terms of the Conversion, holders of Fund Units received, in exchange for each of their Fund Units, one common share of Pollard. Pollard Equities Limited, the holder of the Class B and Class C Limited Partnership Units (collectively, the “Exchangeable

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LP Units”) of Pollard LP and the associated Special Voting Units, received, in exchange for each group of one Exchangeable LP Unit (together with the accompanying Special Voting Unit), one common share of Pollard.

As a result of the Conversion, Pollard Banknote became the 100% owner of both the Fund and Pollard LP, with Pollard LP continuing to operate the business of manufacturing and selling lottery and gaming products.

After conversion there was no substantive change in the ultimate ownership of Pollard. As a result, the Conversion is accounted for under the continuity of interests method. One consolidated financial statement incorporating the results of both the Fund and Pollard LP has been prepared. Comparative figures are restated reflecting the combined results of both entities. As the Canadian operations of Pollard are now taxable under the *Income Tax Act* (Canada), the difference between the tax values and the net book value of the Canadian assets and liabilities have been recorded as future tax assets and liabilities in the comparative figures.

Pursuant to the Conversion, on January 20, 2011, Pollard Banknote Trust was dissolved and on January 21, 2011, Pollard Banknote Income Fund was dissolved. Effective January 21, 2011, 100% of the Partnership Units of Pollard Banknote Limited Partnership were transferred from Pollard LP to Pollard (Canada), Inc.

## **RECENT DEVELOPMENTS**

In January, 2012, Pollard invested \$0.4 million for a 40% interest in Shenzhen Palm Commerce & Pollard Banknote Technology Co., Ltd., a joint venture whose business will include the provision of validation and inventory processing for instant ticket product lines for provincial jurisdictions within China. The joint venture is currently in development of their first installation with expectations it will be fully operational later in 2012, with subsequent roll out to other jurisdictions to follow.

## **INDUSTRY OVERVIEW**

### **GENERAL**

The gaming industry has experienced tremendous growth over the last 20 years in North America and internationally. The gaming industry is generally considered to include lotteries, charitable gaming organizations, internet gaming, pari-mutuel wagering (such as horse racing) and games typically associated with casino operations, such as table games and slot machines.

According to LaFleur’s World Lottery Almanac, in 2010, the North American lottery market generated revenues of approximately US\$64.5 billion and management believes the North American charitable gaming market generated revenues of approximately US\$30 billion. The worldwide lottery market generated revenues of approximately US\$245.6 billion. The worldwide lottery ticket manufacturing industry, which manufactures tickets for the lottery market, is estimated by management to be a US\$560 million market, measured in terms of total annual sales of instant tickets and related services to lotteries. The North American lottery ticket manufacturing industry is estimated by management to be a US\$350 million market, measured in terms of total annual sales of instant tickets and related services to lotteries.

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## **LOTTERIES**

Lotteries are operated by domestic and foreign governmental authorities and their licensees in more than 200 jurisdictions throughout the world. Currently, 43 jurisdictions in the United States and all ten provinces and three territories in Canada sell instant tickets. Governments typically authorize lotteries as a means of generating revenues without the imposition of additional taxes. Net lottery proceeds are frequently set aside for particular public purposes and many jurisdictions have come to rely heavily on this means of generating revenues.

The lottery market consists of lotto games (such as Lotto 649<sup>®</sup> and Powerball<sup>®</sup>) and instant ticket games. It also consists of a variety of products and services which support these games. Based on industry information, 2010 instant ticket retail sales in North America totalled approximately US\$33.8 billion and lotto retail sales totalled approximately US\$28.2 billion. North American instant ticket retail sales grew at a compound annual growth rate of 7.0% from 1995 to 2010, a rate faster than North American lotto retail sales, which grew at a compound annual growth rate of 1.6% for the same period.

U.S. instant ticket retail sales grew at a compound annual growth rate of 7.0% from 1995 to 2010, a rate faster than U.S. lotto retail sales, which grew at a compound annual growth rate of approximately 0.2% for the same period. In the United States, 2010 lotto retail sales totalled approximately US\$22.8 billion and instant ticket retail sales totalled approximately US\$31.6 billion. Canadian instant ticket retail sales grew at a compound annual growth rate of 5.8% the same period. The annual growth rate, from 2009 to 2010 for instant ticket retail sales in the United States was 2.4%. Retail sales of instant tickets declined slightly in Canada for the same period.

Based on industry information, Pollard Banknote estimates that 2010 non-North American lotto retail sales totalled approximately US\$98.7 billion and that 2010 non-North American instant ticket retail sales totalled approximately US\$31.1 billion.

Preliminary information for 2011 indicates retail sales of instant tickets in North America have generated robust growth, increasing on average 12% higher than retail sales in 2010, resulting in estimated sales of \$37.9 billion. During that same time lotto retail increased 4% when compared to 2010.

## **CHARITABLE GAMING**

The charitable gaming products that Pollard Banknote currently produces consist mainly of pull-tab tickets and bingo paper. In the United States and Canada, pull-tab tickets are generally sold at charitable bingo halls and chartered membership clubs such as veteran and fraternal clubs. In the United States, pull-tab tickets are currently permitted in 38 states. In Canada, pull-tab tickets are currently permitted in all ten provinces and all three territories. In several states and some provinces, pull-tab tickets are approved for sale in third-party retail locations, including bars and taverns. Ten states and seven provinces in Canada also permit the sale of pull-tab tickets, in addition to instant tickets, in their lottery ticket sales. Management estimates that the annual dollar value of pull-tab tickets and bingo paper sold to distributors in Pollard Banknote's market is approximately US\$200 million and has remained stable over the last few years.

In the United States, traditional paper bingo is permitted in all states except Hawaii, Tennessee and Utah. Electronic bingo systems are currently operating in 36 states in some form and across the United States in Indian gaming halls in compliance with the Indian Gaming Regulatory

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Act. In Canada, traditional paper bingo is permitted in all ten provinces and three territories. Fixed-base electronic bingo systems, however, may only be used in halls owned or authorized by certain provincial governments.

## **PRODUCTS**

The principal categories of lottery and charitable gaming products are:

### ***Paper Tickets***

Paper tickets include instant, pull-tab and draw tickets. An instant ticket is typically played by removing a coating from a pre-printed ticket. The product is referred to as “instant” because the player knows instantly whether they have won a prize. A draw lottery ticket involves a player purchasing a ticket which is manually processed for a future drawing for prizes of a fixed amount. This type of lottery is predominantly played in Europe, South America and Asia. Pull-tabs or break-open tickets involve prizes hidden under ticket flaps which are opened by the player. These tickets are more commonly associated with charitable gaming, although some North American lotteries have expanded into this product line.

### ***Lottery Management Services***

Various operating and managerial services are connected to the paper ticket market including: warehousing, inventory control, tel-sell, retail support, advertising and marketing and distribution to the retail outlets. These services can be performed by the lottery or increasingly, outsourced to a third-party provider such as Pollard Banknote. Lotteries may choose to outsource specific applications of their operations (for example allows a third party to run the distribution operations) or choose to outsource an entire product line (for example the complete instant ticket operation) or may outsource the entire lottery operation.

Lotteries are increasingly relying on outside providers such as Pollard to provide computerized validation systems to support their instant ticket product line.

### ***Licensed Products***

Lotteries are increasingly looking at expanding and augmenting their lottery offerings by utilizing licensed or branded products or themes. By offering specific licensed products the lotteries are able to access additional demographics as well as offering unique branded merchandise as part of the prize packages.

### ***Vending Machines***

Consistent with the movement toward “self retailing,” vending machines are increasingly used by lotteries to increase the scope of distribution and increase the effectiveness of traditional retailers. Instant ticket vending machines enable lotteries to sell their products in new locations such as airports as well as allow retailers to reduce their labour costs related to the sale of instant tickets.

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### ***Lotto Products***

Lotto games (such as Lotto 649<sup>®</sup> and Powerball<sup>®</sup>) are based on a random selection of a series of numbers. Lotto prizes are generally based on the number of winners who share the prize pool and are conducted through a computerized system in which lottery terminals in retail outlets are continuously connected to a central computer system. Participants in the games receive a paper receipt when they purchase a ticket. Other lotto games include Keno and sports lotto.

### ***Bingo***

Bingo involves a game played with some form of playing card where a player covers squares when objects similarly numbered and lettered are randomly drawn to complete lines or other patterns. Bingo is played either on pre-printed paper bingo cards or “faces” or through electronic devices.

### ***Internet and Website Development***

Many lotteries are marketing additional add-ons to instant tickets to further enhance the playing experience through the use of the internet. For example second-chance draws allow the player to enter a valid ticket into a website for a chance to win additional prizes.

Recently the Department of Justice in the United States has clarified certain legislation that now indicates state lotteries can likely utilize the internet to sell lottery products within their jurisdictions. The impact of this clarification on the lottery industry is still to be determined; however it appears that this new distribution channel will increasingly become a focal point of lotteries.

### ***Video Lottery Terminals***

A video lottery terminal (“VLT”) is a gambling machine operated by inserting bills or coins into a slot, and then either pulling down on a handle or pushing a button. VLTs enable players to play many traditional card games, ranging from poker and blackjack to a variety of multi-symbol match games. A player’s randomly generated cards or game symbols appear on the video screen. Players bet whatever amount they choose with each game and, depending on the game, sometimes have the option of doubling their bets after the game has started. When finished playing, the player touches the “Cash Out” button on the screen and the VLT either releases the prize amount in coins or prints a ticket showing how much they have won — which typically can be redeemed in the establishment where the VLT is located.

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## THE BUSINESS OF POLLARD BANKNOTE

### OVERVIEW

Pollard Banknote is one of the leading providers of products and services to the lottery and charitable gaming industries throughout the world. Management believes that Pollard Banknote is the largest provider of instant tickets based in Canada and second largest producer of instant tickets in the world.

Pollard Banknote derives most of its revenues from the sale of instant tickets and related services, which accounted for approximately 89.5% of total revenue for the year, ended December 31, 2011. Pollard Banknote also manufactures and sells paper products for the charitable gaming market (pull-tabs and bingo paper), which together accounted for 9.5% of total revenues in the year ended December 31, 2011. Manufacturing and selling vending machines accounted for 1% of total revenues in the year ended December 31, 2011.

Geographically, Pollard Banknote products are offered in markets throughout North America and internationally, where permitted by regulation. For the year ended December 31, 2011, 26% of revenue was generated in Canada and 53% was generated in the United States. The remaining 21% was generated from sales outside North America, predominately Europe.

In the year ended December 31, 2011, Pollard Banknote sold 11.3 billion instant tickets, 4.4 billion individual bingo cards, 0.7 billion pull-tab tickets and over 300 vending machines.

Pollard Banknote produces and provides a comprehensive line of instant tickets and lottery services including: licensed products, distribution, marketing and instant ticket vending machines. In addition, Pollard Banknote's charitable gaming product line produces pull-tab (or break-open) tickets ("pull-tab tickets"), bingo paper, pull-tab vending machines and ancillary products such as pull-tab counting machines. Pollard Banknote also markets gaming products to the commercial gaming sector including such items as promotional scratch and win, transit tickets and parking passes. Pollard Banknote's lottery products are offered for sale in North America and throughout the world; while Pollard Banknote's charitable gaming products are principally sold in the United States.

Pollard Banknote services a wide variety of lottery customers under the Pollard Banknote brand name and sells products and services directly to lotteries throughout North America and throughout the world. It also sells charitable gaming products in the United States under the brand name "American Games." As shown on page 10, of the largest 20 lotteries ranked by instant ticket sales, 11 are customers of Pollard Banknote.

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**Largest Worldwide Lotteries Ranked By 2010 Retail Sales of Instant Tickets**

<b><u>Rank</u></b>	<b><u>Lottery</u></b>	<b><u>Country</u></b>	<b><u>Total Sales (US\$MM)</u></b>	<b><u>Pollard Customer</u></b>
1	Lottomatica S.p.A. ....	Italy	12,346	
2	La Française des Jeux .....	France	5,649	*
3	New York Lottery .....	United States	3,574	*
4	Massachusetts Lottery .....	United States	2,993	*
5	Texas Lottery .....	United States	2,766	*
6	China Sports Lottery .....	China	2,486	
7	Georgia Lottery Corp .....	United States	2,416	*
8	China Welfare Lottery .....	China	2,187	
9	Florida Lottery .....	United States	2,140	*
10	U.K. National Lottery .....	U.K.	1,893	
11	Pennsylvania Lottery .....	United States	1,829	
12	California Lottery .....	United States	1,758	*
13	Ohio Lottery .....	United States	1,434	*
14	New Jersey Lottery .....	United States	1,337	*
15	Illinois Lottery .....	United States	1,220	
16	Tennessee Lottery .....	United States	921	
17	Ontario Lottery and Gaming Corporation .....	Canada	900	*
18	Taiwan Lottery Company .....	Taiwan	824	*
19	Mizuho Bank Lottery Division .....	Japan	816	
20	North Carolina Lottery .....	United States	810	

Source: LaFleur's 2011 World Lottery Almanac.

**BUSINESS STRENGTHS**

Management believes that Pollard Banknote has a number of competitive strengths that make its performance sustainable and provide a solid base for continued growth. These strengths are the result of specialized manufacturing and process platforms, complementary benefits of a wide product portfolio, unique proprietary products and services, and the focus and discipline of Pollard Banknote's senior management team.

***Leading Market Position***

Pollard Banknote is a worldwide market leader in the lottery products it produces.

Pollard Banknote maintains a dominant position in the instant ticket market in Canada with sales to all six lotteries and a market share which Pollard Banknote's management believes to be approximately 70% of the number of instant tickets sold. Pollard Banknote's multi-plant approach, utilizing three plants in Canada, allows Pollard Banknote to be responsive and efficient in meeting its Canadian customers' needs.

The United States is the largest individual market for instant tickets, representing approximately 50% of the world wide market. Management believes Pollard Banknote is the second largest supplier of instant tickets for the United States market with a market share of approximately 22% of the number of instant tickets sold. Pollard Banknote has contracts as primary or secondary

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supplier of instant tickets with 21 of the 43 American lotteries that sell instant tickets. Outside of North America Pollard Banknote also maintains a significant market share position including contracts with a number of key European lotteries including, among others, France, Sweden, Austria, Belgium, Poland, the Netherlands and Ireland.

### ***World Class Manufacturer***

As a result of its previous and ongoing investment in technological upgrades, Pollard Banknote has developed two distinct approaches to the printing of instant tickets, modular and in-line. The modular approach allows the printing process to be broken down into discreet stages, allowing for maximum flexibility in product planning. This is particularly useful for shorter run size games, which are an important segment with the lotteries.

During 2008 Pollard Banknote purchased and installed a new US\$8.5 million instant ticket press line. This press is “all-in-line” providing increased efficiencies and cost reductions for both medium and long run games as all printing stages are linked. The acquisition of an all-in-line press provides Pollard Banknote with the additional flexibility of two different manufacturing processes.

Pollard Banknote will continue to invest in technology to maintain its competitive advantage with the support of a team of research and development engineers and computer software technicians. The development of our automated packaging and finishing line during the past two years is a reflection of the commitment Pollard Banknote has to leading edge technology.

Pollard Banknote’s manufacturing quality control procedures were recognized with the award of the ISO — 9001 certification, originally in 1999 and subsequently renewed annually, which evidences that systems and controls ensuring proper documentation and monitoring of manufacturing and other processes have been instituted.

Pollard Banknote believes it is the only manufacturer of both lottery and charitable gaming products. This unique combination of expertise across the gaming product markets allows significant transfer of manufacturing and marketing knowledge and expertise. Alternate product developments can be offered to lotteries and charitable gaming customers, while at the same time, new and innovative manufacturing methods ensure low cost production is achieved in both product areas.

### ***Proprietary High Value Products***

A key component of Pollard Banknote’s business is the production and supply of proprietary, high value products. Utilizing various patented technologies, processes and products, Pollard Banknote has a portfolio of unique products to offer lotteries. Such properties include patented Fusion™ products, Scratch F/X™, a proprietary process providing holographic base and scratch-off printing, instant tickets utilizing Pollard Banknote’s patented translucent scratch-off technology and Lottery Management Services using its proprietary SureTrack™ information system. Pricing also reflects the increased value achieved by the customer.

### ***Significant Barriers to Entry***

The lottery industry has significant barriers to entry that limit the number of suppliers who have access to the industry.



The most important product that lotteries sell is integrity. Very few lotteries will risk their credibility by taking a chance on a new supplier. Indeed, many of the requests for proposals that are issued by lotteries for instant tickets mandate that suppliers have at least 10 or more years experience in producing instant tickets. Pollard Banknote has over 25 years of experience in servicing the lottery industry.

It is currently illegal to import instant tickets into the United States from anywhere other than Canada. This limits the opportunities for other printers or manufacturers located outside of Canada and the United States to access the U.S. markets for lottery products.

In addition, the technical process and expertise required to produce instant tickets is extremely complex and difficult to acquire. Pollard Banknote has already committed the expense and resources necessary to support and maintain these processes.

***Long Term Customer Relationships***

Pollard Banknote has a strong and stable history with its customers. Many of its customer contracts are long-term, ranging from two to ten year terms. Pollard Banknote has maintained many of its customer relationships for over 15 years. Many of these relationships are formalized through long-term contracts.

**Pollard Banknote Current Long Term Customer Contracts**

<u>Lottery</u>	<u>Type of Contract</u>	<u>Contract Commencement Date</u>	<u>Estimated Contract Termination Date (Before Exercise of Remaining Extension Options)</u>	<u>Extension Options Remaining</u>	<u>Client Since</u>
<b>Canada</b>					
Ontario Lottery and Gaming Corporation .....	Instant Tickets	August 2007	July 2017	5 one-year	1987
Loto-Québec .....	Instant Tickets	February 2010	February 2015	2 one-year	2005
Western Canada Lottery Corporation .....	Instant Tickets, Pull-Tab & Pull-Tab vending machines	April 2003	April 2013	none	1985
British Columbia Lottery Corporation .....	Instant Tickets Pull-Tab	January 2009	December 2013	up to five years	1986
Saskatchewan Liquor and Gaming Authority <sup>(1)</sup> ....	Pull-Tab and Administration	September 2005	August 2012	none	2005

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Manitoba Lotteries Corporation <sup>(2)</sup> .....	Pull-Tab	July 2011	July 2016	2 one-year	2006
	Bingo Paper	July 2011	July 2016	2 one-year	2006

**UNITED STATES**

Arizona Lottery .....	Instant Tickets	January 2010	January 2015	5 one-year	1998
California State Lottery .....	Instant Tickets	June 2005	June 2013	none	1997
Colorado Lottery <sup>(3)</sup> .....	Instant Tickets	March 2011	June 2014	3 one-year	2009
Connecticut Lottery Corporation <sup>(4)</sup> .....	Instant Tickets	August 2007	August 2012	none	2002
State of Florida, Department of the Lottery .....	Instant Tickets	February 2009	September 2014	2 two-year	2009
Georgia Lottery <sup>(5)</sup> .....	Instant Tickets	January 2006	June 2014	none	2006
Hoosier Lottery (Indiana) <sup>(6)</sup> .....	Instant Tickets	January 2002	December 2012	none	2002
	Pull-Tab	September 2011	August 2013	4 one-year	2002
Iowa Lottery <sup>(7)</sup> .....	Instant Tickets	January 2008	December 2012	none	1993
	Pull-Tab	January 2007	December 2012	1 one-year	2002
	Instant Ticket vending machines & Pull-Tab vending machines	October 2010	September 2012	2 one-year	1990
Kansas Lottery .....	Instant Tickets	October 2008	September 2013	up to three years	1998
Maryland State Lottery .....	Instant Tickets & Distribution	July 2006	June 2013	none	2004
Massachusetts State Lottery Commission <sup>(8)</sup> .....	Instant Tickets	July 2009	June 2012	none	1999
	Pull-Tab	October 2005	April 2014	none	
Michigan Lottery .....	Instant Tickets & Pull-Tab	February 2009	December 2016	none	1996
Minnesota State Lottery .....	Instant Tickets	May 2010	May 2014	2 one-year or 1 two-year	2007
New Jersey Lottery <sup>(9)</sup> .....	Instant Tickets	November 2001	June 2012	none	1996
New York State Lottery <sup>(10)</sup> .....	Instant Tickets	June 2011	June 2018	none	1994
Ohio State Lottery <sup>(11)</sup> .....	Instant Tickets	June 2007	June 2013	none	1995
Oregon Lottery .....	Instant Tickets	June 2010	June 2013	4 one-year	2005
Rhode Island Lottery <sup>(12)</sup> .....	Pull-Tab	October 2007	September 2012	1 one-year	2004
Texas Lottery <sup>(13)</sup> .....	Instant Tickets	September 2004	August 2012	none	1999
Wisconsin Lottery <sup>(14)</sup> .....	Instant Tickets	November 2009	October 2012	2 one-year	1993
	Pull-Tab	November 2009	October 2012	2 one-year	

**INTERNATIONAL**

An Post National Lottery Company (Ireland).....	Instant Tickets	January 2010	January 2012	2 one-year	1999
Australia (Golden Casket) .....	Instant Tickets	August 2010	August 2012	3 one-year	2010
Loterie Nationale (Belgium) <sup>(15)</sup> .....	Instant Tickets	June 2011	June 2013	2 one-year	2005
Camelot UK Lotteries Limited <sup>(16)</sup> .....	Instant Tickets	January 2011	January 2014	None	2011
Cyprus Government Lottery <sup>(17)</sup> .....	Instant Tickets	March 2010	March 2012	2 one-year	2010
Danske Spil A/S (Denmark) <sup>(18)</sup> .....	Instant Tickets	January 2008	December 2012	none	2007
La Française des Jeux (France) .....	Instant Tickets	January 2008	December 2012	1 one-year	1996
Mifal Hapayis (Israel) .....	Instant Tickets	December 2007	November 2012	3 one-year	2003
Norske Spill AS (Norway) <sup>(19)</sup> .....	Instant Tickets	December 2004	December 2012	<sup>(19)</sup>	2004
Österreichische Lotterien GmbH (Austria) <sup>(19)</sup> .....	Instant Tickets	January 2000	December 2012	<sup>(19)</sup>	2000
Veikkaus Oy (Finland) <sup>(20)</sup> .....	Instant Tickets	March 2010	March 2013	1 one-year	1993
AB Svenska Spel (Sweden) <sup>(21)</sup> .....	Instant Tickets	February 2011	December 2012	<sup>(21)</sup>	1993
Taiwan Lottery Co. Ltd. (Taiwan) .....	Instant Tickets	January 2009	December 2013	<sup>(19)</sup>	2001
Singapore Pools .....	Instant Tickets	April 2010	April 2012	1 one-year	2008

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- (1) On July 13, 2011, the Saskatchewan Liquor and Gaming Authority exercised their option to extend their contract with Pollard Banknote for the supply and administration of Pull-Tab tickets until August 31, 2012.
  - (2) On February 14, 2011, Pollard Banknote was awarded a new five-year contract to supply bingo paper to the Manitoba Lotteries Corporation. The contract has two one-year extensions available after the initial term. On February 14, 2011, Pollard Banknote was awarded a new five-year contract to supply pull-tab tickets to the Manitoba Lotteries Corporation. The contract has two one-year extensions available after the initial term.
  - (3) On March 14, 2011, Pollard Banknote was awarded a new three-year contract to supply instant tickets to the Colorado Lottery. The contract has three one-year extensions available after the initial term.
  - (4) On May 16, 2011, the Connecticut Lottery exercised their option to extend their contract with Pollard Banknote for the supply of Instant Lottery Tickets for the period August 19, 2011 to August 18, 2012
  - (5) On August 16, 2011, the Georgia Lottery exercised their option to extend their contract with Pollard Banknote for the supply of Instant Lottery Tickets for the period July 1, 2011 to June 30, 2014.
  - (6) On December 20, 2011, the Hoosier Lottery (Indiana) exercised their option to extend their contract with Pollard Banknote for the supply of instant tickets for the period January 1, 2012 to December 31, 2012. On September 1, 2011, Pollard Banknote was awarded a new two-year contract to supply pull-tab tickets to the Hoosier Lottery. The contract has four one-year extensions available after the initial term.
  - (7) During 2011, the Iowa Lottery exercised their option to extend their contract with Pollard Banknote for the supply of instant tickets for the period January 1, 2012 to December 31, 2012. The contract has no extensions remaining. Also during 2011, the Lottery exercised their option to extend their contract with Pollard Banknote for the supply of pull-tab tickets for the period January 1, 2012 to December 31, 2012.
  - (8) On April 4, 2011, Pollard Banknote was awarded a new three-year contract to supply pull-tab tickets to the Massachusetts State Lottery Commission.
  - (9) The New Jersey Lottery contract has been extended to June 30, 2012 and Pollard has been advised that the Lottery intends on re-issuing a request for proposal to award a new long term contract.
  - (10) On June 29, 2011, Pollard Banknote was awarded a new seven-year contract to supply instant tickets to the New York State Lottery.
  - (11) On June 30, 2011, the Ohio State Lottery exercised their option to extend their contract with Pollard Banknote for the supply of instant lottery tickets for two years to June 2013.
  - (12) On September 8, 2011, the Rhode Island Lottery Commission exercised their option to extend their pull-tab contract for one year until September 2012.
  - (13) On July 29, 2011, the Texas Lottery exercised their option to extend their contract with Pollard Banknote for the supply of instant lottery tickets for one year to August 2012.
  - (14) On October 28, 2011, the Wisconsin Lottery exercised their option to extend their contract with Pollard Banknote for the supply of instant lottery tickets for one year to October 31, 2012. On October 28, 2011, the Wisconsin Lottery exercised their option to extend their contract with Pollard Banknote for the supply of pull-tab tickets for one year to October 31, 2012.
  - (15) On June 16, 2011, Pollard Banknote was awarded a two-year contract to supply instant tickets to the Loterie Nationale (Belgium). This contract has two one-year extensions available after the initial term.
  - (16) On January 25, 2011, Pollard Banknote was awarded a three-year contract to supply instant tickets to the Camelot UK Lotteries Limited.
  - (17) On March 17, 2010, Pollard Banknote was awarded a two-year contract to supply instant tickets to the Cyprus Government Lottery. This contract has two one-year extensions available after the initial term.
  - (18) During 2011, Danske Spil A/S (Denmark) exercised their option to extend their contract with Pollard Banknote for the supply of instant tickets for one year until December 2012.
  - (19) Contract is automatically extended annually for one year unless written notice to cancel received.
  - (20) On March 22, 2010, Pollard Banknote was awarded a three-year contract to supply instant tickets to Veikkaus Oy. This contract has one one-year extension available after the initial term.
  - (21) On February 4, 2011, Pollard Banknote was awarded a two-year contract to supply instant tickets to AB Svenska Spel. This contract will expire at the end of the term unless the parties expressly agree that the contract shall be prolonged, upon terms and conditions mutually acceptable to both parties.

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### ***Excellent History of Growth***

Since its strategic shift into the lottery and charitable gaming market in the mid-1980s, Pollard Banknote has generated significant increases in its profits through organic growth and acquisitions. Pollard Banknote has successfully established a number of green field manufacturing facilities over the course of the last 20 years including Barrhead, Alberta and Sault Ste. Marie, Ontario.

Pollard Banknote has successfully integrated two acquisitions since devoting its organization to servicing the gaming industry. Pollard Banknote's worldwide market share of instant ticket sales has grown from 0% in the mid-1980s to approximately 22% currently.

### ***Experienced Management Team***

Pollard Banknote has a strong and experienced management team. The Pollard family has managed the organization since its founding in 1907. Currently, three members of the Pollard family are in senior management positions with total experience at Pollard Banknote of over 62 years. The average age of the senior executives is 49 and they combine for over 145 years of experience with Pollard Banknote, averaging 20 years of experience each. Many of Pollard Banknote's other managers have extensive experience dating back to when Pollard Banknote began focusing exclusively on lottery tickets in the mid-1980s. The management team has successfully integrated two significant business acquisitions.

## **CORPORATE STRATEGY**

Pollard Banknote has a track record of revenue growth, having experienced a compound annual growth of revenues over 13.7% in the last 25 years (from \$7 million in fiscal 1986 to \$172.0 million for the year ended December 31, 2011). Pollard Banknote's history of sales growth and growth of EBITDA is in part due to the strength of the North American instant ticket market, which has a compound annual growth rate of 7.0% from 1995-2010 and as such Pollard's sales have grown along with its customers' sales.

By focusing on these strategies, Pollard Banknote intends to continue to increase its competitiveness, expand its existing markets and penetrate new markets with appropriate investments in key equipment, facilities and human resources, and improve the quality of its revenues in terms of gross margins and EBITDA.

### ***Ongoing Technological Advancements to Improve Productivity***

Pollard Banknote is committed to the continued development of low-cost, efficient manufacturing improvements. Pollard Banknote plans to continue to aggressively develop newer and more efficient methods to improve the productivity and lower the cost of manufacturing instant tickets. Increasing the use of technology, leveraging its buying power through procurement management and maximizing the best practices achieved throughout Pollard Banknote's network of manufacturing facilities are anticipated to result in further manufacturing efficiencies. Pollard Banknote will continue to develop proprietary machinery and technology relating to the finishing and packaging of instant tickets and utilize these developments to further advance its productivity.

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### ***Increased Development and Sale of Proprietary Products***

Pollard Banknote has developed many unique and proprietary products and processes for both lottery and charitable gaming products. Pollard Banknote's patented translucent scratch-off process has provided enhanced playability for key instant ticket play formats such as bingo and crossword. Management believes that Pollard Banknote's development of its patented Fusion™ games (various combination products involving pull-tab and instant scratch-off functionality) has assisted Pollard Banknote in penetrating new lottery markets and generating additional lottery sales. Pollard Banknote's unique pouching process allows it to provide a value-added high-end style game format which lotteries utilize to round out their price point strategy. Scratch F/X™, a proprietary process providing holographic base printing and scratch-off, has generated significant sales growth. Social Instants™ is Pollard's new product that combines the power of social media with traditional lottery products and has been very positively received by the lottery industry. Many of these products and processes are patented. Pollard Banknote plans to use its proprietary products to grow sales to existing customers and use these products to enter into relationships with new lotteries.

### ***Licensed Products and Merchandise***

Lottery use of licensed or branded properties in their instant ticket product offerings has grown significantly in the past few years. Pollard Banknote is committed to the continuing development of its licensed game portfolio. Current licensed properties offered to lotteries include: Frogger, Tetris®, Word Jong®, Star Trek™, R.J. McDonald, Dubble Bubble®, Atari®, It's a Wonderful Life™, EMI, Single, Double, Triple Play Bingo™, Laurel & Hardy™, Mr Bean™, Keith Kimberlin, Sudoku™, Guinness World Records®, Grease™, and Cadillac®. In addition to offering unique instant ticket game formats, Pollard Banknote offers merchandise prize packages through instant win or second chance draw formats. Turn-key draw management services, internet and web support and order fulfillment are critical components of the complete licensed product portfolio offered by Pollard Banknote.

Pollard Banknote will continue to add licensed properties to its game portfolio and in turn, market this portfolio to increase its growth in both the lottery and charitable gaming sectors.

### ***Cross Fertilization of the Lottery and Charitable Gaming Market***

Pollard Banknote believes it is the only manufacturer to produce both instant tickets and charitable gaming products. Governments are increasingly looking at alternate sources of revenue including maximizing the gaming revenue within their jurisdictions. For example, in the State of Michigan, Pollard Banknote provides instant ticket services and pull-tab tickets in a unique offering, combining traditional charitable gaming and lottery products. Pollard Banknote believes that governments will continue to look for opportunities to maximize their revenue sources and increasingly look to other existing gaming products to add to their product mix. As the only gaming product supplier to provide both charitable gaming and lottery products, Pollard Banknote is uniquely situated to capitalize on this opportunity.

### ***Capturing Expanding Lottery and Gaming Jurisdictions***

Governments are increasingly turning toward establishing lotteries as a way to generate revenue. New lottery start-ups continue both in the United States and in other foreign jurisdictions. While currently 43 jurisdictions operate lotteries in the United States, the non-lottery jurisdictions are coming under increasing pressure to establish their own lotteries. This pressure stems from both a need to generate revenue for the state, as well as a need to eliminate the "leakage" lottery

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purchases that flow to adjoining jurisdictions. Non-North American governments are also increasingly recognizing the value of lottery operations in providing politically acceptable government funding and the number of approved lotteries is expected to increase in the coming years. Lotteries are increasingly looking at various outsourcing opportunities, including the possibility of complete privatization. Pollard Banknote is focused on providing these new and expanded lotteries with a variety of gaming products and services.

### ***Acquisitions***

Pollard Banknote intends to pursue an acquisition strategy by targeting organizations that will broaden and strengthen its market penetration, both in new and existing lottery and charitable gaming markets. Pollard Banknote has completed two successful acquisitions since the mid-1990s, including the purchase of Webcraft Games Inc. in 1996 and the purchase of the operating business of American Games, Inc. in January 2002.

Management believes increasing lottery requirements for bundling of services and outsourcing larger portions of their products will increase the opportunities for consolidation within the lottery industry, particularly where suppliers only offer single or a limited product selection.

The charitable gaming product industry is highly fragmented among many producers, with many only producing one segment or product line within the market. Many are small or have limited financial resources. This presents opportunities to pursue and execute acquisitions. Consolidation will allow for increased buying power, larger market share and increased economies of scale resulting in cost reductions. In addition, Pollard Banknote believes a number of the participants in the charitable gaming market do not have the financial strength or resources required to compete in the increasingly sophisticated charitable gaming market. Pollard Banknote's financial strength provides an opportunity to consolidate suppliers that supplement its current product offerings or provide opportunities to generate greater manufacturing efficiencies.

In assessing acquisitions opportunities, Pollard Banknote will consider the following criteria:

- Whether the acquisition is accretive to Shareholders;
- Profitability of the target business and market share;
- Continuing involvement of key management personnel; and
- Compatibility with the Pollard Banknote culture.

### ***Lottery Management***

Pollard Banknote is experienced in providing complete instant ticket management services and anticipates that outsourcing opportunities will continue to increase. Lotteries are under increasing pressure to produce greater net revenue for sponsoring governments and utilizing third-party private operators allows a more cost efficient method of operations. As more North American and foreign lotteries opt for outsourcing, Pollard Banknote plans to aggressively pursue these opportunities, leveraging its existing lottery knowledge to obtain additional lottery operating contracts.

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Pollard Banknote currently manages the instant ticket distribution operation for the Maryland Lottery and the distribution of pull-tabs for the Arizona Lottery.

### ***Strategic Partnerships***

Pollard Banknote will pursue strategic partnerships were appropriate to expand product offerings or geographical distributions. For example, subsequent to year end Pollard entered into a joint venture, Shenzhen Palm Commerce & Pollard Banknote Technology Co., Ltd., to provide instant ticket validation and inventory management services to jurisdictions in China. Pollard's joint venture interest is 40%. Further opportunities to partner with organizations to expand Pollard business will be pursued.

## **PRODUCTS AND SERVICES**

Pollard Banknote manufactures and sells a broad range of gaming products for the lottery and charitable gaming industry.

Designing, manufacturing and distributing instant tickets and related services represents the largest share of Pollard Banknote's revenue, constituting approximately 89.5% of revenue in the year ended December 31, 2011. In addition, Pollard Banknote provides a number of ancillary products to lotteries including instant ticket vending machines, warehouse and distribution services, complete lottery management services, specialized proprietary products and various licensed products. Charitable gaming products offered include a complete array of pull-tab tickets, bingo paper and pull-tab vending machines.

### ***Instant Tickets***

In 1985 Pollard Banknote made the decision to focus its resources on the instant ticket market. Today, Pollard Banknote is a leading designer, manufacturer and distributor of instant tickets worldwide. Pollard Banknote markets instant tickets and services to domestic lottery jurisdictions, foreign lottery jurisdictions and commercial customers. Pollard Banknote presently has contracts with or sells lottery tickets to all of the Canadian lotteries and to 21 of the 43 lotteries in the United States which currently sell instant tickets.

There are a multitude of variations that can be used in the design and manufacture of instant tickets, including:

- *Color pulsing* — Different background colors on the same basic design freshen up a base game.
- *Die-cut tickets* — Tickets can be “die-cut” into virtually any shape including: hearts, dollar signs, Christmas trees and stockings, juke boxes, footballs, lady bugs, clover leaves, roulette wheels, flower pots, barrels, figure eights, lips, treasure maps, corzandas (four hearts joined to form a flower shape), skilletts and rabbits.
- *Fluorescent inks* — Tickets produced in fluorescent and metallic colors stand out at retail locations and promote impulse purchases.

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- *Gift tags* — An alternative to the conventional Christmas gift tags, these products can include a column of multiple scene tags with individual perforations, separating them and imprinting unique barcodes on each for validation.
  - *Holographic tickets* — HOLOGRAFX tickets, which feature striking holographic images and multiple play areas, provide a striking and visible product.
  - *Multi scene tickets* — Multi-scene tickets enhance sales as players try to collect the entire series and/or try their luck on more than one scene.
  - *Play area on ticket back* — This technique allows for stunning graphics on the front, uncluttered by play areas — an excellent option whenever a ticket theme demands maximum visual impact.
  - *Scented tickets* — Scented tickets inject fun into the instant game category, freshening their appeal as a novelty item.
  - *Scored tickets* — Pollard Banknote can manufacture tickets with a score line; i.e. an indented line, anywhere on a ticket. Many clients have successfully drawn on this technique to transform lottery tickets into greeting cards.
  - *Pouched tickets* — Pouched tickets provide another innovative marketing tool to enhance instant games. Typically, pouches move players to higher price points and allow for value added gaming.
  - *Spectrum Process* — Pollard Banknote's exclusive Spectrum Process printing allows for drawing shapes and motifs in different color values, mixing these colors and creating a multitude of additional colors.
  - *Scratch F/X™ Process* — Pollard Banknote's Scratch FX™ process is an industry first— allowing lotteries to replicate the look of either foil or holographic foil using recyclable paper stock. Scratch FX™ can be applied to both the base graphic and overprint areas of a ticket, allowing great customization of games to achieve maximum impact at retail.

### ***Bingo Paper***

Pollard Banknote offers a wide array of bingo and bingo-related products as a result of its acquisition on January 1, 2002 of the operating business of American Games, Inc. Pollard Banknote is capable of supplying a bingo hall with all the products and equipment necessary to operate a bingo game of any size, including bingo paper, ink dabbers, pull-tab tickets, bingo ball blowers and flashboards.

Pollard Banknote sells a complete line of bingo paper, which is generally sold in booklet form and is available in a variety of sizes, styles and colors. Pollard Banknote distributes ink dabbers, used to mark numbers on paper bingo sheets, and ink refills for such dabbers. Pollard Banknote distributes an exclusive line of electronic bingo hall equipment traditionally used in bingo establishments.



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### ***Pull-tab Tickets***

Pollard Banknote manufactures and sells pull-tab tickets, which are also referred to as break open tickets, lucky seven tickets, instant bingo and Nevada tickets to both government lotteries and the charitable gaming industry. Pollard Banknote currently has a library of over 9,000 different versions of pull-tab tickets and produces over 75 new versions of pull-tab games every month. Pollard Banknote also manufactures pull-tab ticket vending machines and pull-tab ticket counting machines.

### ***Licensed Games***

Licensed games are increasingly being used throughout the gaming market to grow sales and reach non-traditional lottery customers. In identifying brands that will be successful for licensed games, Pollard Banknote has worked closely with licensing organizations such as the Licensing Industry Merchandiser's Association ("LIMA") and the Promotional Marketing Association ("PMA"), and is an active member of LIMA and PMA.

Pollard Banknote also provides a comprehensive solution for licensed games. This includes ticket design and manufacturing, prize structure consultation, merchandise selection and fulfillment, publicity and promotional opportunities and second chance draw management (including all customer service, internet marketing and post game analysis).

Current licensed properties offered to lotteries include: Frogger<sup>®</sup>, Tetris<sup>®</sup>, Word Jong<sup>®</sup>, Star Trek<sup>™</sup>, R.J. McDonald, Dubble Bubble<sup>®</sup>, Atari<sup>®</sup>, It's a Wonderful Life<sup>™</sup>, EMI, Single, Double, Triple Play Bingo<sup>™</sup>, Laurel & Hardy<sup>™</sup>, Mr Bean<sup>™</sup>, Keith Kimberlin, Sudoku<sup>™</sup>, Guinness World Records<sup>®</sup>, Grease<sup>™</sup>, and Cadillac<sup>®</sup>.

### ***Lottery Management Services***

Some lotteries are beginning to outsource their entire instant ticket product operation as a means of reducing operating costs and increasing revenues. Pollard Banknote provides these services through its Lottery Management Services ("LMS"). LMS contracts can include: instant or pull-tab tickets, systems, facilities management, design and installation of game management software, telemarketing, field sales, accounting, game design, inventory and distribution, sales staff training, managing staff and advising with respect to security, maintenance, communication network and sales agent hot line service for lottery jurisdictions.

Pollard Banknote currently manages the instant ticket distribution operation for the Maryland Lottery and the distribution of pull-tabs for the Arizona Lottery.

### ***Internet and Website Development***

Many lotteries are marketing additional add-ons to instant tickets to further enhance the playing experience through the use of the internet. For example second-chance draws allow the player to enter a valid ticket into a website for a chance to win additional prizes.

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### *Vending Machines*

With the acquisition of the American Games business in 2002, Pollard Banknote acquired the prototype of a newly designed instant ticket vending machine (“ITVM”). Since 2002 Pollard Banknote has entered into two major contracts for ITVMs with the Michigan and Iowa Lotteries. Pollard Banknote offers 6, 12, 18 or 24-bin machines in addition to a variety of options to maximize sales for the lottery. Maintenance agreements provide for a continued stream of revenue.

Pollard Banknote also offers a range of Pull-tab Vending Machines (“PTVM”) which are sold to both lotteries in support of their pull-tab product lines as well to private distributors. Pollard Banknote operates a leasing program which allows private taverns and bars to economically utilize PTVMs to sell pull-tabs.

### *Social Media*

Social Instants™ is Pollard’s new product that combines the power of social media with traditional lottery products and has been very positively received by the lottery industry. This innovative product is designed to utilize new distribution channels to attract a younger demographic.

## **CUSTOMERS, SALES AND MARKETING**

### *Lottery Market*

Pollard Banknote sells its suite of lottery products to organizations throughout North America and around the world. Most lotteries in North America are directly run by government agencies. In Canada there are six licensed lottery organizations [including a national organization called the Interprovincial Lottery Corporation (“ILC”)]. In the United States there are currently 43 jurisdictions operating lotteries. World-wide there are over 200 jurisdictions operating lotteries. In most cases due to the public nature of government lotteries, contracts for instant ticket and other services are awarded through an open request for proposals process. Pollard Banknote currently has contracts with or sells to all of the six Canadian lottery organizations, 22 U.S. organizations and over 20 non-North American organizations.

Pollard Banknote’s instant ticket contracts typically have an initial term of two to three years and frequently include multiple renewal options, which its customers generally exercise for additional periods ranging from one to five years. Pollard Banknote typically sells instant tickets for a per unit price or for a percentage of the retail value of the instant tickets sold.

### *Marketing to Lotteries*

The fundamental purpose for which lotteries are created is to maximize the financial return to their stakeholders, which is usually the government, but may also include charitable or private operators, through the sale of secure, marketable lottery products. The company that can develop and apply these products to opportunities in the lottery market place is the company that has the greatest likelihood of retaining current clients and acquiring new ones.

Pollard Banknote has developed its strategies to uncover opportunities in the market and then develop lottery products to exploit these opportunities. There are two ways for Pollard Banknote to identify opportunities in which to showcase its strategies products and services: formal

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Requests for Proposals (RFPs) issued by entities which operate lotteries and contracts or sales which are awarded outside a formal RFP process. Ultimately success in either forum depends on understanding what products lottery players want to play, developing those products and then executing marketing and distribution strategies that present these products to lotteries and to players. Current and potential lottery clients evaluate these products and strategies and award work accordingly.

#### *The RFP Process*

Lottery contracts are typically 2-5 years in length with options to renew for a set number of years. When a lottery contract expires an official RFP is issued. Since these contracts are documents of public record Pollard Banknote is aware of all lottery contracts and when they expire. Well in advance of a contract's expiration Pollard Banknote begins a systematic marketing campaign to position itself to do well in the RFP process. Pollard Banknote's strategies are targeted at understanding the markets in question, developing strategies that capitalize on opportunities uncovered and forging relationships with the lottery's decision makers so that they are intimately aware of all the benefits of becoming a client of Pollard Banknote.

#### *Awards Outside the RFP Process*

*Multiple Source Contracts* Lottery contracts are usually not exclusive. This creates another opportunity outside the RFP process for Pollard Banknote to acquire new clients. Pollard Banknote routinely reviews the lotteries with which it does not have contracts to understand if opportunities exist that could be filled by its line-up of high-value, proprietary products.

*Other Awards* Particularly outside North America, Pollard Banknote continuously seeks to identify opportunities to provide lotteries with its products and services. These opportunities may arise from a combination of factors — lotteries may have an existing supplier but may be better served to have a dual-supplier situation due to capacity, price or service capability issues, lotteries may be seeking assistance to enhance their product offering through Pollard Banknote's proprietary products, or lotteries may award work on a game-by-game basis rather than through a long term contract. Pollard Banknote therefore keeps in regular contact with all lotteries through personal visits and presentations, direct mail, and targeted sales efforts to create opportunities to generate work.

In addition, in the international market there are routinely new lottery organizations that are entering the market. Pollard Banknote therefore maintains and implements a marketing strategy to create awareness of its capabilities for those organizations that are seeking out a supplier of products or services that Pollard Banknote provides. This strategy includes advertising in industry journals and directories, maintaining a website, attending and speaking at industry conferences, and actively developing and maintaining contacts throughout the industry.

#### *Charitable Gaming Market*

Pollard Banknote sells its bingo and pull-tab products to a diverse set of end-user groups through more than 250 independent distributors, Pollard Banknote's direct sales force and mail order catalogues.

Pollard Banknote uses catalogues and other marketing material to support distributors, some of which are customized with the distributor's name. Catalogues are also used in direct mail campaigns to end-users. Additionally, customers can order product support information through an

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automated ordering system. Pollard Banknote also markets its products through advertising in gaming publications and through participation in national, regional and local gaming tradeshow and in distributor tradeshow. In 2011 Pollard Banknote was a prominent exhibitor and seminar participant at the Bingo World Expo, one of the largest trade shows dedicated to the charitable gaming market.

## **SUPPLIERS AND RAW MATERIAL**

Pollard Banknote has long-term relationships with most of its suppliers, and typically enters into various commitments for certain supplies of raw materials at fixed prices for various periods of time, frequently for one year.

The main raw materials used in the manufacturing of Pollard Banknote's products are various substrates (foil, paper), inks and coatings and various machine and metal components used in the manufacturing of vending machines, all of which may be sourced from a number of suppliers. In most cases Pollard Banknote sources its primary raw materials from more than one supplier.

## **EMPLOYEES**

As at December 31, 2011, Pollard Banknote had 982 full time employees and 137 part-time employees for a total of 1,119. Approximately 196 of the full time employees work on the Charitable Gaming product line.

Approximately 119 of Pollard Banknote's full-time employees, all of whom are employed at the Ypsilanti, Michigan facility, belong to a collective bargaining unit. The collective agreement with the union was extended in 2011, resulting in a 62 month agreement expiring August 31, 2012. Pollard Banknote has never experienced a work stoppage as a result of a labour disruption.

Many key manufacturing personnel — including production managers, supervisors and lead hands — have been with Pollard Banknote since or prior to the commencement of instant ticket production in the mid-1980s. Employee turnover rate is very low and continuing growth has allowed extensive training and advancement opportunities.

## **PENSION PLANS**

Pollard LP sponsors four non-contributory defined benefit pension plans, of which three are final pay plans and one is a flat benefit plan. As of December 31, 2011, the aggregate fair value of the assets of Pollard LP's defined benefit pension plans was \$20.3 million, lower than the accrued benefit plan obligation which was \$25.0 million. Pollard LP's total annual funding contribution for all pension plans in 2012 is expected to be approximately \$3.4 million similar to the \$3.4 million funded in 2011, so long as long-term expectations of fund performance for the defined benefit plans are met.

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## PROPERTIES

Pollard Banknote manufactures its products at six facilities, two of which are owned by Pollard Banknote. These facilities together provide the capacity that management believes is needed to accommodate the current and anticipated demands of Pollard Banknote's customers, including during peak periods.

The following table identifies, for each of Pollard Banknote's material facilities, its approximate square footage, its main activity and whether the facility is owned or leased.

<u>Location</u>	<u>Approximate Square Footage</u>	<u>Use</u>	<u>Owned or Leased</u>
Winnipeg, Manitoba .....	62,295	Head Office/Manufacturing	Leased <sup>(1)</sup>
Winnipeg, Manitoba .....	144,000	Manufacturing/Warehousing/ Office	Leased <sup>(2)</sup>
Barrhead, Alberta.....	21,480	Manufacturing	Owned
Ypsilanti, Michigan .....	88,329	Manufacturing	Owned
Council Bluffs, Iowa.....	125,150	Manufacturing	Leased <sup>(3)</sup>
Sault Ste. Marie, Ontario .....	21,870	Manufacturing/Warehousing	Leased <sup>(4)</sup>

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- (1) Effective July 1, 2011, a 5 year lease (with an option to renew for an additional 5 years) was entered into with an indirect subsidiary of Equities with monthly rent of approximately \$26,081.
  - (2) Effective October 1, 2008, a 12 ½ year lease was entered into with an indirect subsidiary of Equities with monthly rent of approximately \$202,029.
  - (3) The Council Bluffs property was purchased during the first quarter of 2008 from an arms-length party for US \$3.3 million. Effective December 31, 2008, the Council Bluffs property was sold and subsequently leased back from an indirect subsidiary of Equities for US \$3.3 million. The lease is a ten year lease with monthly rent of USD \$22,000
  - (4) The lease for the Sault Ste. Marie property expires on June 30, 2017, with monthly rent of \$8,930.

On June 23, 2011, Pollard Banknote sold its Winnipeg facility at 1499 Buffalo Place to an affiliated of Equities for \$3.5 million resulting in a gain of \$1.5 million. The selling price was based on fair market value determined through an independent appraisal.

On June 25, 2010, Pollard Banknote sold its Kamloops facility to an affiliate of Equities for \$2.9 million resulting in a gain of \$1.8 million. The selling price was based on fair market value determined through an independent appraisal.

During the second quarter of 2009, Pollard Banknote sold a surplus office building and land to an affiliate of Equities for total proceeds of \$3.4 million resulting in a gain of \$1.7 million. The selling price was based on current fair market value as determined through an independent appraisal.

On September 30, 2008, Pollard Banknote sold a warehouse/office facility to an arms-length party for \$3.3 million. On December 22, 2008, an undeveloped piece of land was sold to an indirect subsidiary of Equities for \$0.6 million.

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## COMPETITION

### *Lottery Market*

The instant ticket and lotto business is highly competitive, and Pollard Banknote faces competition from a number of domestic and foreign instant ticket manufacturers and other competitors. Pollard Banknote currently has two instant ticket competitors in North America: Scientific Games Corporation, (or “Sci Games”), and Gtech Printing Corporation., (“Gtech”), a subsidiary of Lottomatica S.p.A. Internationally, there are a number of lottery instant ticket vendors which compete with Pollard Banknote including Sci Games, Gtech and Eagle Press Group of Companies.

### *Charitable Gaming Market*

The charitable gaming markets in which Pollard Banknote’s products compete are extremely competitive. The industry remains relatively fragmented. The principal competitive factors in the bingo paper and pull-tab ticket markets are quality, service and price. Pollard Banknote’s major competitors in the bingo paper and pull-tab markets are Arrow International, Inc., Universal Manufacturing, Inc., Douglas Press Inc. and International Gamco, Inc.

## ENVIRONMENTAL, HEALTH AND SAFETY

Pollard Banknote’s operations and real property are subject to a broad range of increasingly complex federal, provincial, state and local laws and regulations as well as permits and other approvals governing environmental and workers’ health and safety matters, including those relating to air emissions, water discharges, the storage, handling, use, discharge and disposal of hazardous materials and contaminants (including waste) (the “E, H & S Requirements”). Certain E, H & S Requirements may impose joint and several liability on lessees and owners or operators of facilities for the costs of investigation or remediation of contaminated properties regardless of fault or the legality of the original release or disposal.

Pollard Banknote’s past and present operations that are subject to E, H & S Requirements include the use, storage, handling and contracting for recycling or disposal of hazardous and non-hazardous materials such as washes, inks, alcohol-based products, fountain solution, photographic fixer and developer solutions, machine and hydraulic oils and solvents. The use and management of such materials, the nature of the manufacturing and printing process, and the ownership and/or management or control of commercial properties carries an inherent liability risk that must be carefully managed. Pollard Banknote believes that the conduct of its operations is in material compliance with applicable E, H & S Requirements. Maintaining such compliance in the conduct of its operations has not had a material adverse effect on Pollard Banknote’s financial condition or operating results.

As noted earlier, Pollard Banknote manufactures its products at six facilities, two of which are owned by Pollard Banknote and four of which are leased. Four of the six facilities (Barrhead, Alberta, Ypsilanti, Michigan, Sault Ste. Marie, Ontario and the Winnipeg, Manitoba head office/manufacturing facility) were established by Pollard Banknote from green field sites.

Based on all other available information, Pollard Banknote is not aware of any other matter pursuant to E, H & S Requirements that it expects to have a material adverse effect on its business, financial condition or results of operation.

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## CAPITAL EXPENDITURES

During the five year period prior to August 5, 2005, Pollard Banknote made significant investments to expand its production capacity and product offerings, and to modernize its operations in order to increase efficiency. Pollard Banknote incurred, on average, capital expenditures of approximately \$7.0 million per year between fiscal 2002 and 2005.

<b>Fiscal Year</b>	<b>Capital Expenditures</b>
2011	\$2.9 million
2010	\$2.5 million
2009	\$3.6 million
2008	\$19.5 million
2007	\$6.0 million
2006	\$3.5 million
2005	\$8.9 million

2011 capital expenditures totalled 2.9 million. Approximately \$0.5 million was expended on our new digital plate production process. In addition we invested \$0.6 million to increase productivity in our finishing and inspection areas. The remaining \$1.8 million was spent on various pieces of equipment designed to increase efficiencies and lower cost.

2010 capital expenditures totalled \$2.5 million. Approximately \$1.5 million was expended to increase productivity in our finishing and inspection areas. The remaining \$1.0 million was spent on various pieces of equipment designed to increase efficiencies and lower costs.

2009 capital expenditures totalled \$3.6 million. Approximately \$0.6 million was expended in maintaining our current productive capacity. Of the remaining \$3.0 million, \$2.4 million was spent on additions to the in-line press and the remainder on certain machines and other equipment designed to lower costs and increase efficiencies.

2008 capital expenditures totalled \$19.5 million. Approximately \$0.8 million was expended in maintaining our current productive capacity. The remaining \$18.7 million was spent on several items including: US\$3.3 million on the Council Bluffs, Iowa facility (subsequently sold, effective December 31, 2009, to an indirect subsidiary of Equities for the same amount); \$1.1 million for our new facility in Sault Ste. Marie, Ontario; \$12.5 million on the new press and ancillary equipment and the remainder on certain machines and other equipment designed to lower costs and increase efficiencies.

2007 capital expenditures totalled \$6.0 million. Approximately \$1.0 million was expended in maintaining our current productive capacity. The remaining \$5.0 million was spent on several items including: our new automated finishing and packaging line in our Ypsilanti plant, equipment for our new finishing and packaging line in our Sault Ste. Marie, Ontario location, a new pouching line, certain upgrades and technological improvements.

2006 capital expenditures totalled \$3.5 million. Approximately \$1.3 million was expended in maintaining our current productive capacity. The remaining \$2.2 million was expended for

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certain machine upgrades and technological improvements designed to lower costs and increase efficiencies.

Fiscal 2005 (covering fourteen months) capital expenditures were \$8.9 million, with \$7.7 million occurring prior to August 5, 2005. Included in the expenditures prior to August 5 were the purchase of land and building in Winnipeg and the expansion of the Ypsilanti building.

Management estimates that future maintenance capital expenditures of \$1.0 million annually will be adequate to support its operations.

## **PATENTS, TRADEMARKS AND LICENSES**

### ***Patents***

Pollard Banknote holds several Canadian, U.S., and international patents it considers integral to business operations. Specific technology associated with Pollard Banknote's lottery products and related gaming procedures constitute the subject matter of the patents. These patents afford Pollard Banknote certain protections pertaining to the production and distribution of instant lottery tickets. Pollard Banknote's Canadian patents include "Instant Bingo Game & Card Therefore," "Integrated Lottery Pouch", "Social Instants" and "Combination Instant Scratch Off/Break Open Ticket." Countries vary with respect to the actual legal term of patents and the nature of the protections granted differs throughout the world, and is based on the type of patent issued, its scope, and the accessibility of legal recourses within individual nations.

### ***Trademarks***

Pollard Banknote uses several trademarks, including: Action Pack<sup>®</sup>, American Games Inc.<sup>®</sup> Pull Tab Plus<sup>™</sup>, Double Play<sup>™</sup>, Fusion<sup>™</sup>, Playbook<sup>™</sup>, Social Instants<sup>™</sup>, Scratch FX<sup>™</sup>, Win for Life<sup>®</sup> and Winner Wonderland<sup>®</sup>. In general, trademark protection extends in Canada, the U.S., and selected countries for as long as the mark is used, but in other countries this protective term is fixed, though renewable.

### ***Licensed Games***

Licensed games have become a major product category in many jurisdictions. Following years of successfully designing and printing licensed games for its customers, Pollard Banknote is now bringing lotteries its own suite of game properties. See "Business of Pollard Banknote — Products and Services — Licensed Games."



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## REGULATORY ENVIRONMENT

### *General*

Lotteries and charitable gaming activities may be lawfully conducted only in jurisdictions that have enacted enabling legislation. In jurisdictions that currently permit gaming operations, regulation is extensive and evolving but usually includes some form of licensing or approval of a supplier. Regulators in those jurisdictions review many facets of an applicant for or holder of a license or approval including, among other items, financial stability, integrity and business experience.

Pollard Banknote believes it is currently in substantial compliance with all regulatory requirements in the jurisdictions where it operates. Pollard Banknote has developed and implemented an extensive internal compliance program in an effort to ensure that it complies with legal requirements imposed in connection with its gaming related activities.

### *Lottery Market*

At the present time, 43 jurisdictions in the United States, all the Canadian provinces and territories, Mexico and many other foreign countries authorize lotteries. Lottery contracts and ongoing operations of lotteries both domestically and abroad are subject to extensive regulation. Although certain of the features of a lottery, such as the percentage of gross revenues that must be paid back to players in prize money, are usually fixed by legislation, the various lottery regulatory authorities generally exercise significant discretion, including the determination of the types of games played, the price of each wager, the manner in which the lottery is marketed and the selection of the vendors of equipment and services and retailers of lottery products. Furthermore, laws and regulations applicable to lotteries in the United States and foreign jurisdictions are subject to change, and the effect of such changes on Pollard Banknote's ongoing and potential operations cannot be predicted with certainty. To ensure the integrity of the contract award and wagering process, most jurisdictions require detailed background disclosure on a continuous basis from, and conduct background investigations of, the vendor, its officers and directors, its subsidiaries and affiliates and its principal shareholders. Background investigations of the vendor's employees who will be directly responsible for the operation of the system are also generally conducted, and most states reserve the right to require the removal of employees whom they deem to be unsuitable or whose presence they believe may adversely affect the operational security or integrity of the lottery. Certain jurisdictions also require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specified percentage (typically five percent or more) of a vendor's securities.

From time to time Pollard Banknote retains governmental affairs representatives in various states to advise legislators and the public concerning its views on lottery legislation, and to monitor such legislation and to advise Pollard Banknote in its relations with lottery authorities. Pollard Banknote believes it has complied with applicable laws and regulations concerning lobbying disclosures.

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The award of lottery contracts and ongoing operations of lotteries in international jurisdictions are also extensively regulated, although this regulation usually varies from that prevailing in the United States. Restrictions are frequently imposed on foreign corporations seeking to do business in such jurisdictions and, as a consequence, Pollard Banknote has, in a number of instances, allied itself with local companies when seeking foreign lottery contracts. Laws and regulations applicable to lotteries in the United States and foreign jurisdictions are subject to change, and the effect of such changes on Pollard Banknote's ongoing and potential operations cannot be predicted with certainty.

### ***Charitable Gaming Market***

Pollard Banknote is subject to regulation in most jurisdictions in which its bingo, bingo-related products (including pull-tabs) are sold or used by persons or entities licensed to conduct gaming activities. The gaming regulatory requirements vary from jurisdiction to jurisdiction and licensing, other approval or finding of suitability processes with respect to Pollard Banknote, its personnel and its products, can be lengthy and expensive. Most jurisdictions have comprehensive licensing, reporting and operating requirements with respect to the sale and manufacture of bingo and bingo-related products, including bingo paper and pull-tab tickets.

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## GOVERNANCE

### DIRECTORS AND OFFICERS OF POLLARD BANKNOTE LIMITED

The following table sets out, for each of the directors and executive officers of Pollard Banknote Limited as at December 31, 2011 and March 7, 2012, the person's name, municipality of residence, position with Pollard Banknote Limited and principal occupation.

<b>Name and Municipality of Residence</b>	<b>Positions with Pollard Banknote Limited</b>	<b>Principal Occupation</b>
DEL CREWSON Winnipeg, Manitoba	Director	Corporate Director
JERRY GRAY Winnipeg, Manitoba	Director	Corporate Director
GARRY LEACH Salt Spring Island, British Columbia	Director	Corporate Director
GORDON POLLARD Winnipeg, Manitoba	Director and Executive Chair of the Board	Executive Chair of the Board, Pollard Banknote Limited
DOUGLAS POLLARD Winnipeg, Manitoba	Director and Co-Chief Executive Officer	Co-Chief Executive Officer, Pollard Banknote Limited
JOHN POLLARD Winnipeg, Manitoba	Director and Co-Chief Executive Officer	Co-Chief Executive Officer, Pollard Banknote Limited
LAWRENCE POLLARD Winnipeg, Manitoba	Director and Chair Emeritus of the Board	Chair Emeritus of the Board, Pollard Banknote Limited
ROBERT ROSE Winnipeg, Manitoba	Executive Vice-President, Finance and Chief Financial Officer	Executive Vice-President, Finance and Chief Financial Officer, Pollard Banknote Limited
RIVA RICHARD Winnipeg, Manitoba	Executive Vice President, Legal Affairs, General Counsel and Corporate Secretary	Executive Vice President, Legal Affairs, General Counsel and Corporate Secretary, Pollard Banknote Limited

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Each of the Directors and executive officers has held the same principal occupation, or in the case of the executive officers, other executive offices, with the Company Group or its predecessors, for the five preceding years except Gary Leach who joined the Fund as a Trustee on March 5, 2009, Gordon Pollard, who was Co-Chief Executive Officer until May 1, 2011, prior to being appointed Executive Chair, Douglas Pollard, who was Vice President, Lottery Management Services until May 1, 2011, prior to his appointment to Co-Chief Executive Officer, Riva Richard who commenced employment on December 10, 2010 and Lawrence Pollard, who was Chairman of the Board prior to his appointment as Chair Emeritus. See “Biographies of Directors and Officers” for a description of their previous occupations during the past five years.

The term of office for each of the directors survives until he or she resigns or is replaced at a meeting of Shareholders.

### **BIOGRAPHIES OF DIRECTORS AND OFFICERS**

The following are brief profiles of the directors and executive officers of Pollard Banknote Limited.

*Del Crewson*, Director, is a former senior partner and Vice-Chair of Deloitte and Touche LLP. He is a member of the Institute of Chartered Accountants of Manitoba and has been elected a “Fellow” of the Institute. Mr. Crewson serves on the Board of Directors of The Wawanese Mutual Insurance Company, the Board of Trustees of Artis Real Estate Investment Trust, and is a member and on the advisory Board of the Manitoba Chapter of the Institute of Corporate Directors. He is also the Chair of the Audit and Evaluation Committee for the Department of Finance, Government of Canada and Chair of the Audit Committee for the Canadian Grain Commission. He is the past President of the Institute of Chartered Accountants of Manitoba and is a former Canadian Institute of Chartered Accountants Board and Executive Committee member.

*Jerry Gray*, Director, is Dean Emeritus of the I. H. Asper School of Business at the University of Manitoba where he also held the CA Manitoba Endowed Chair in Business Leadership. He is also an honorary Certified General Accountant, an honorary Certified Management Accountant and an honorary Chartered Accountant. Dr. Gray is a Director and Chairman of the Board of Gendis, Inc. He has consulted with many major corporations in the United States and Canada in the areas of motivation, organizational design, manpower planning, managing change, management development, incentive system design, customer service, and strategic planning.

*Garry Leach*, Director, is the CEO of Belcher Island Smelting & Refining Corp. (an investment corporation). From 1988 to 2004, Mr. Leach was President and CEO of Gerdau MRM Steel (Manitoba Rolling Mills) and its predecessors. Mr. Leach serves on the Board of Directors of GLM Industries. Mr. Leach has previously served on the Board of Directors for Gerdau Ameristeel (TSX, NYSE), Manitoba Hydro, the Canadian Steel Producers Association, (Ottawa), the Steel Manufacturers Association, (Washington), as well as the Business Council of Manitoba. Mr. Leach also served as Regent for the University of Winnipeg.

*Douglas Pollard*, Director and Co-Chief Executive Officer, joined Pollard Banknote in 1997 as Vice President, Lottery Management Services and on May 1, 2011, he was appointed Co-Chief Executive Officer. From 1997 to 1999 he was a Director and the General Manager of Imprimerie Spéciale de Banque, a subsidiary of Pollard Banknote based in Paris, France. Prior to 1997 Mr. Pollard was a Senior Consultant with PriceWaterhouseCoopers. Mr. Pollard has an

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M.B.A. from The Richard Ivey School of Business at the University of Western Ontario and a B.A. from the University of Manitoba.

*Gordon Pollard*, Director and Executive Chair of the Board, joined Pollard Banknote in 1989 as Vice President, Marketing. He became Co-Chief Executive Officer in 1997 and on May 1, 2011, was appointed Executive Chair of the Board of Directors. Prior to 1989, he practiced law with a major Manitoba firm specializing in corporate and securities law. Mr. Pollard has an LL.B. from the University of Manitoba and a B.A. from the University of Winnipeg.

*John Pollard*, Director and Co-Chief Executive Officer, joined Pollard Banknote in 1986 as Vice President, Finance. He became Co-Chief Executive Officer in 1997. Prior to 1986, he was an associate with the accounting firm Deloitte & Touche LLP. Mr. Pollard has a B. Comm. from the University of Manitoba, and is a former member of the Institute of Chartered Accountants of Manitoba. Mr. Pollard is a Director of Winpak Ltd.

*Lawrence Pollard*, Director and Chair Emeritus of the Board, has been with Pollard Banknote since 1947. Mr. Pollard is a senior lottery products business executive with 60 years of general management and sales experience. Mr. Pollard has served on the Board of Directors of a number of public and private companies. Currently Mr. Pollard serves on the Board of Directors of Gendis Inc., a public company, and several non-profit organizations. He has served as president of the Winnipeg Chamber of Commerce and was named Manitoba's Entrepreneur of the Year in 1991. Mr. Pollard is a graduate from the Dunwoody Industrial Institute of Printing Management in Minneapolis and is a past national president of the Canadian Graphic Arts Industries Association.

*Robert Rose*, Executive Vice President, Finance and Chief Financial Officer, joined Pollard Banknote Limited in 1994 as Corporate Controller. He became Chief Financial Officer in 1996. Prior to 1994, Mr. Rose served for 13 years in increasingly senior roles with the accounting firm of KPMG. He has a B. Comm. from the University of Manitoba and is a member of the Institute of Chartered Accountants of Manitoba.

*Riva Richard*, Executive Vice President, Legal Affairs and General Counsel and Corporate Secretary, joined Pollard Banknote Limited in 2010. Prior to joining Pollard Banknote Ms. Richard served as Vice President, Legal Affairs and Corporate Secretary of Canwest Global Communications Corp. Until September 2001, Ms. Richard practiced as a corporate law associate with the Toronto office of McCarthy Tétrault LLP. Ms. Richard received her Bachelor of Laws and Bachelor of Civil Law Degrees, with distinction, from McGill University and holds an undergraduate business degree from the Richard Ivey School of Business at the University of Western Ontario. She is a member of the Ontario and Manitoba Bars.

## **GOVERNANCE OF POLLARD BANKNOTE LIMITED**

### ***Governance***

The Governance and Nominating Committee is responsible for developing Pollard Banknote's approach to governance issues, filling vacancies among the directors and periodically reviewing the composition and effectiveness of the directors and the contribution of individual directors.

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### ***Audit Committee***

The Board of Directors have appointed an Audit Committee consisting of three directors, all of whom are independent of management and financially literate within the meaning of Multilateral Instrument 52-110 “Audit Committees.” Del Crewson is the Chair of the Audit Committee and the other members are Garry Leach and Jerry Gray. The audit committee is responsible for the oversight and supervision of: (1) the accounting and financial reporting practices and procedures of Pollard Banknote; (2) the adequacy of Pollard Banknote’s internal accounting controls and procedures; and (3) the quality and integrity of Pollard Banknote’s financial statements.

In addition to each member’s general business experience, the education and experience of each member of the Audit Committee is financially literate, as such terms are defined in multilateral Instrument 52-110 – Audit Committee.

*Del Crewson* is the Chair of the Audit Committee. Mr. Crewson is a retired senior partner and Vice-Chair of Deloitte & Touche LLP. He is a member of the Institute of Chartered Accountants of Manitoba and has been elected a “Fellow” of the Institute. Mr. Crewson is the Chair of the Audit Committees of The Wawanesa Mutual Insurance Company and Artis Real Estate Investment Trust, is a member of and serves on the advisory board of the Manitoba Chapter of the Institute of Corporate Directors. He is also the Chair of the Audit and Evaluation Committee for the Department of Finance, Government of Canada and Chair of the Audit Committee for the Canadian Grain Commission. He is the past President of the Institute of Chartered Accountants of Manitoba and is a former Canadian Institute of Chartered Accountants Board and Executive Committee member.

*Jerry Gray* is Dean Emeritus of the I. H. Asper School of Business at the University of Manitoba where he also held the CA Manitoba Endowed Chair in Business Leadership. He is also an honorary Certified General Accountant, an honorary Certified Management Accountant and an honorary Chartered Accountant.

*Garry Leach* is the CEO of Belcher Island Smelting & Refining Corp. (an investment corporation). From 1988 to 2004, Mr. Leach was President and CEO of Gerdau MRM Steel (Manitoba Rolling Mills) and its predecessors. Mr. Leach serves on the Board of Directors of GLM Industries. Mr. Leach has previously served on the Board of Directors for Gerdau Ameristeel (TSX, NYSE), Manitoba Hydro, the Canadian Steel Producers Association, (Ottawa), the Steel Manufacturers Association, (Washington), as well as the Business Council of Manitoba. Mr. Leach also served as Regent for the University of Winnipeg.

A copy of the charter of the Audit Committee of Pollard Banknote Limited is attached as Schedule A to this Annual Information Form.

### ***Committees of the Board of Directors of Pollard Banknote Limited***

In addition to the Audit Committee and the Governance and Nominating Committee, the Board of Directors of Pollard Banknote Limited has a Compensation Committee. Garry Leach is the Chair of both the Compensation Committee and the Governance and Nominating Committee. Jerry Gray and Del Crewson are the other members of both of these committees. In addition, the Board of Directors of Pollard Banknote Limited has a Lead Director, Jerry Gray.

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### *Guidelines for Continuous Public Disclosure*

The Directors are responsible for adopting and periodically reviewing and updating the Pollard Banknote's written disclosure policy regarding obligations for continuous public disclosure. This policy, among other things:

- articulates the legal obligations of Pollard Banknote, its affiliates and their respective directors, officers and employees with respect to confidential information;
- identifies spokespersons of Pollard Banknote who will be the only persons authorized to communicate with third parties such as analysts, media and investors;
- provides guidelines on the disclosure of forward-looking information;
- establishes a Disclosure Committee of senior representatives of Pollard Banknote to oversee the administration of the disclosure policy;
- requires advance review by the Disclosure Committee of Pollard Banknote of any disclosure of financial information, and to ensure that selective disclosure of material information is not permitted and that when selective disclosure occurs, a news release is issued immediately; and
- establishes black out periods prior to and following the disclosure of quarterly and annual financial results by Pollard Banknote and prior to the disclosure of certain material changes during which Pollard Banknote, its affiliates and their respective directors, officers and employees may not purchase or sell Shares of Pollard Banknote.

The Directors are also responsible for adopting and periodically reviewing and updating Pollard Banknote's written whistle-blowing procedures and Pollard Banknote's policy regarding the hiring of former employees of the external auditor of the issuer.

### **OWNERSHIP OF SECURITIES**

As at December 31, 2011, the Directors and named Executive Officers of Pollard Banknote, as a group, beneficially owned or exercised control or direction over 121,213 Shares. Indirectly through Equities, Gordon Pollard, John Pollard and Douglas Pollard control 17,305,158 Shares of Pollard Banknote.

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## EXTERNAL AUDITOR SERVICE FEES

The aggregate amounts paid or accrued by Pollard Banknote, Pollard LP and subsidiaries with respect to fees payable to KPMG LLP, the auditors of Pollard Banknote, for audit, audit-related, tax and other services for the year ended December 31, 2011, and for the year ended December 31, 2010, is as follows:

Category	2011	2010
Audit Fees	\$204,500	\$186,500
Tax Fees	\$82,670	\$84,600
All Other Fees*	\$137,622	\$274,030
Total Fees	<u>\$424,792</u>	<u>\$545,130</u>

\* Included in other fees for the year ending December 31, 2011, are costs for accounting and tax services related to the Conversion of \$69,000 and IFRS consulting fees of \$68,622. Included in other fees for the year ending December 31, 2010, are costs for accounting and tax services related to the Conversion of \$221,500 and IFRS consulting fees of \$52,530.

## INDEBTEDNESS OF MANAGEMENT PERSONNEL

None of the Directors or executive officers of Pollard Banknote or its subsidiary entities, nor any associate of such Director or executive officer, is currently indebted to Pollard Banknote or its subsidiary entities. In addition Pollard Banknote and its subsidiary entities have not provided any guarantee, support agreement, letter of credit or similar arrangement or undertaking in respect of any indebtedness of any such person to any other person or entity.



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## PRINCIPAL AGREEMENTS

### PLAN OF ARRANGEMENT

Pollard Banknote Limited was created in contemplation of the Conversion, (See “General Development of the Business - Conversion to a Corporation”) which utilized a plan of arrangement to convert Pollard Banknote Income Fund (the “Fund”) from an income fund to a public corporation. Details of the Conversion including a copy of the Plan of Arrangement may be found in the Management Information Circular dated April 9, 2010, filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## INDEBTEDNESS

### CREDIT FACILITY

On October 30, 2011, Pollard LP and Pollard Holdings, Inc. (“US Holdings”), renewed its syndicated Credit Facility with two Canadian chartered banks (the “Lenders”). The Credit Facility is currently comprised of a committed facility in the amount of \$70.0 million Canadian and \$19.2 million US.

As at December 31, 2011, the balance drawn under the Credit Facility was \$55.0 million Canadian and \$14.5 million US and outstanding letters of guarantee of \$0.7 million Canadian and \$1.4 million US.

The Credit Facility is used for general corporate purposes, including funding the payment of dividends required due to cash flow fluctuations.

The Credit Facility has a one-year term, currently expiring October 29, 2012, and is extendible annually for an additional one-year term. If not extended at the end of any year, the Credit Facility will have a fixed term to maturity from such date of one year. As such, the credit facility has effectively a two-year term expiring October 29, 2013. The Credit Facility is prepayable without any prepayment penalties or bonus (subject to normal breakage costs and subject to the continuation of unexpired bankers’ acceptances, LIBOR advances, letters of credit and letters of guarantee). Loans under the Credit Facility will bear interest at a floating rate based on the Canadian dollar prime rate, the U.S. dollar base rate, LIBOR or banker’s acceptance rates plus, in each case, an applicable margin to those rates. Letters of credit and letters of guarantee are also available under the Credit Facility on customary terms for facilities of this nature. The rates vary with the ratio of total funded interest bearing debt (the “funded debt”) (as adjusted for certain items) to EBITDA.

As security for the Credit Facility, Pollard LP and US Holdings have granted the Lender a security interest over all of its assets. In addition, Pollard LP and certain of its subsidiaries have guaranteed the obligations of Pollard Banknote under the Credit Facility and provided security on all of each of their assets to secure such guarantees.

The Credit Facility is subject to customary terms and conditions for borrowings of this nature, including limits on incurring additional indebtedness, granting liens or selling assets without

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the consent of the Lenders and incurring capital expenditures above certain levels. The Credit Facility is also subject to the maintenance of a maximum ratio of funded debt to adjusted EBITDA, a minimum ratio of debt service coverage and a minimum ratio of working capital in any one year.

Under the credit facility, Pollard may not pay dividends in excess of the current quarterly amount of \$0.03 per share unless the debt to adjusted EBITDA ratio is below a certain target. As at December 31, 2011, the ratio is below the target and the restriction on paying dividends does not currently apply.

The Credit Facility also requires the facility be reduced on a quarter by quarter basis by an amount calculated as 50% of the prior quarter's Excess Cash Flow. Excess Cash Flow is defined as adjusted EBITDA less scheduled principal indebtedness payments (if any), interest and cash income taxes paid. The facility reduction is not required when the adjusted EBITDA to Debt Ratio is less than a certain target. As at December 31, 2011, the ratio is under the target and the reduction in the facility is currently not required.

The failure to comply with the terms of the Credit Facility would entitle the Lender to accelerate all amounts outstanding under the Credit Facility, and upon such acceleration, the Lender would be entitled to begin enforcement procedures against the assets of Pollard Banknote, including accounts receivable and inventory (subject to certain restrictions governing the right to pledge certain assets) and equipment. The Lender would then be repaid from the proceeds of such enforcement proceedings, using all available assets. Only after such repayment and the payment of any other secured and unsecured creditors would the Shareholders receive any proceeds from the liquidation of the assets of Pollard Banknote.

Failure to comply with the terms of the Credit Facility may also result in restrictions or reductions on the dividends to Shareholders.

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## DESCRIPTION OF POLLARD BANKNOTE LIMITED

### INCORPORATION

Pollard Banknote Limited (“Pollard Banknote”), formerly 7510101 Canada Limited, was incorporated under the laws of Canada on March 26, 2010. The principal head and registered office is at 1499 Buffalo Place, Winnipeg, Manitoba, Canada, R3T 1L7. The Company was created in contemplation of the Conversion, (See “General Development of the Business - Conversion to a Corporation”) which utilized a plan of arrangement to convert Pollard Banknote Income Fund (the “Fund”) from an income fund to a public corporation. The principle business activity of the Company and its subsidiaries is the supply of lottery and charitable gaming products and services.

### DESCRIPTION OF SHARE CAPITAL

The Company is authorized to issue an unlimited number of preference shares, issuable in series, and an unlimited number of common shares.

#### *Preference Shares*

The Board of Directors of Pollard Banknote may issue preference shares (the “Preference Shares”) at any time in one or more series and shall fix the number of shares in each series. Before any shares of a particular series are issued, the Board of Directors of Pollard Banknote is required to fix the number of shares in such series and to determine, subject to the limitations set out in the articles, the designation, rights, privileges, restrictions and conditions to be attached to the shares of such series, including, but without in any way limiting or restricting the generality of the foregoing, voting rights, the rate or rates, amount or method or methods of calculation of any dividends thereon and whether such rate(s), amount or method(s) of calculation shall be subject to change or adjustment in the future, the consideration and the terms and conditions of any purchase for cancellation, retraction or redemption rights (if any), the conversion or exchange rights attached thereto (if any) and the terms and conditions of any purchase obligation or sinking fund or other provisions attaching thereto. No rights, privileges, restrictions or conditions attached to a series of Preference Shares will confer upon a series a priority in respect of dividends or return of capital over any other series of Preference Shares then outstanding. The Preference Shares are entitled to priority over the Common Shares and over any other share ranking prior to the Common Shares and over any other shares ranking junior to the Preference Shares.

#### *Common Shares*

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of Pollard and to attend and to cast one vote per Common Shares at all such meetings. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends, if any, as and when declared by Pollard Banknote’s Board of Directors at its discretion from funds legally available therefore and upon the liquidation, dissolution or winding up of Pollard Banknote are entitled receive on a pro-rata basis the net assets of Pollard Banknote after payment of debts and other liabilities, in each case subject

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to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

The Articles of Incorporation of Pollard Banknote provide that if, in the opinion of the Board of Directors of Pollard Banknote, a person, or group of persons acting in concert (in each case excluding Equities) acquires, agrees to acquire, holds, beneficially owns or controls, either directly or indirectly, a number of Common Shares that is equal to or in excess of the Ownership Threshold (defined as five percent (5.0%) of the Common Shares (on a non-diluted basis) issued and outstanding from time to time), the Board of Directors of Pollard Banknote is entitled at any time, in its sole discretion, to take the following actions (each a “Constraint Action”):

- (a) place a stop transfer on all or any of the Common Shares of the person, or group of persons, the Board of Directors of Pollard Banknote reasonably believes holds, beneficially owns, controls or directs, directly or indirectly, a number of Common Shares that is equal to or in excess of the Ownership Threshold;
- (b) suspend all voting and/or dividend rights on all or any of the Common Shares the person, or group of persons, the Board of Directors of Pollard Banknote reasonably believes holds, beneficially owns, controls or directs, directly or indirectly, a number of Common Shares that is equal to or in excess of the Ownership Threshold;
- (c) apply to a court of competent jurisdiction seeking an injunction to prevent a person or group of persons from acquiring, holding, owning, controlling and/or directing, directly or indirectly, a number of Common Shares that is equal to or in excess of the Ownership Threshold; and/or
- (d) make application to the relevant securities commission, its successors or assigns or such other governmental regulatory agency having jurisdiction over the affairs of Pollard Banknote, to effect a cease trading order or such similar restriction against such person or group of persons until such time as the person or group of persons ceases to hold, own, control or direct, directly or indirectly, a number of Common Shares that is equal to or in excess of the Ownership Threshold.

In addition, if (i) a Gaming Regulatory Authority has determined that ownership by a holder of Common Shares is inconsistent with its declared policies, or (ii) the Board of Directors of Pollard Banknote, acting reasonably (including, where necessary or advisable, after receiving the advice of outside regulatory counsel), determines that a Gaming Regulatory Authority is likely to consider that ownership by a holder of Common Shares is inconsistent with its declared policies, the Board of Directors of Pollard Banknote shall be entitled to take Constraint Action against such shareholder. Any person who holds, owns, controls or directs, directly or indirectly, Common Shares equal to or in excess of the Ownership Threshold, may be required to file an application, be investigated and have suitability as a shareholder determined by a Gaming Regulatory Authority, if such Gaming Regulatory Authority has reason to believe such ownership would otherwise be inconsistent with its declared policies. The shareholder must pay all of the costs of the investigation incurred by any such Gaming Regulatory Authority.

In order to apply the provisions concerning the Ownership Threshold, the Board of Directors of Pollard Banknote may, in their sole discretion:

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- (i) require a person in whose name Common Shares of Pollard Banknote are registered, the Agent of such person, the Participant in whose name such shares are registered, or the Securities Depository, to provide a statutory declaration under the Canada Evidence Act or otherwise concerning:
    - (A) whether the shareholder is the beneficial owner of, or controls or directs, Common Shares of Pollard Banknote or holds them for a beneficial owner;
    - (B) whether the shareholder is an associate or affiliate of another shareholder;
    - (C) the number of Common Shares beneficially owned, controlled or directed, directly or indirectly; and
    - (D) any further facts that the Board of Directors consider relevant in their sole discretion;
  - (ii) require any person seeking to have a transfer of a Common Share registered in its name or to have a Common Share issued to it to provide a declaration similar to the declaration a person may be required to provide in (i) directly above; and
  - (iii) determine the circumstances in which any declarations are required, their form and the times when they are to be provided or appoint one or more persons to make such determination on behalf of Pollard Banknote.

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## **RISK FACTORS**

The following are certain factors relating to the business and structure of Pollard Banknote and the industry within which it operates. These risks and uncertainties are not the only ones facing Pollard Banknote. Additional risks and uncertainties not presently known to Pollard Banknote, or that Pollard Banknote currently deem immaterial, may also impair the operations of Pollard Banknote. If any such additional risks actually occur, the business, financial condition, liquidity and results of operations of Pollard Banknote could be materially adversely affected and the ability of Pollard Banknote to make dividends on the shares could be adversely affected.

### **RISKS RELATED TO THE BUSINESS AND THE INDUSTRY**

#### ***Dependence on Key Products***

Instant tickets accounted for 89.5% of Pollard Banknote's revenues for Fiscal 2011. Pollard Banknote's financial results and condition are substantially dependent on the continued success and growth in sales of this product and the profitability of such sales. Competitive efforts by other manufacturers of similar or substitute products, shifts in consumer preferences or the introduction and acceptance of alternative product offerings could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations, and the amount of cash available for dividends to Shareholders.

#### ***Inability to Sustain Sales or EBITDA Margins***

Pollard Banknote's income depends upon its ability to generate sales to customers and to sustain its EBITDA margins. These margins are dependent upon Pollard Banknote's ability to continue to profitably sell lottery tickets and gaming products and to continue to provide products and services that make it the supplier of choice to its customers. If Pollard Banknote's cost of sales or operating costs increase, or other manufacturers of gaming products could compete more favourably with it, Pollard Banknote may not be able to sustain its level of sales or EBITDA margins.

#### ***Economic Uncertainty***

Considerable economic uncertainty and concern over possible recessions and economic downturns have dominated the news in the past few years. Instant lottery tickets account for approximately 89.5% of revenue and Pollard's financial results and condition are substantially dependent on the continued success and growth in sales of this product and the profitability of such sales. Historically the lottery industry, and particularly the instant ticket product lines, has not shown any significant negative impact during downturns in the economic cycles. At the present time Pollard foresees minimal impact on its operations or product demand due to the current uncertainty and volatility in the economic landscape. However, lotteries, similar to many government agencies, are increasingly under pressure to reduce costs and expenditures. As such, Pollard has witnessed downward pressure on its selling prices. Continued pressure on lotteries to reduce their costs may further negatively impact Pollard's selling prices. Significant shifts in consumer preferences or the introduction and acceptance of alternative product offerings could have a material adverse effect on Pollard's business, financial condition, liquidity and results of operations.

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### ***Dependence on Major Customers***

Pollard Banknote's 10 largest customers accounted for 56% of its Fiscal 2011 revenues. Pollard Banknote's largest customer accounted for 12% of Pollard Banknote's revenues in such period. The nature of the worldwide lottery industry limits the absolute number of lottery operations. As is customary in the industry, Pollard Banknote does have long-term contracts with most of its customers. However, most allow the customer to cancel the contract at will and none guarantee volumes or order levels. A significant reduction of purchases by any of Pollard Banknote's largest customers could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

### ***Exchange Rate Fluctuations***

A significant portion of Pollard Banknote's revenues and expenses, principally related to its U.S. operations and to the purchase of raw materials, are denominated in U.S. dollars. Furthermore, although certain raw materials may be purchased in Canadian dollars, they may have inputs that are denominated in foreign currencies. Any changes in the exchange rate between the Canadian dollar and these foreign currencies could have a material effect on the results of Pollard Banknote. Pollard Banknote's dividends to Shareholders are denominated in Canadian dollars.

For the purposes of financial reporting, any change in the value of the Canadian dollar against the U.S. dollar during a given financial reporting period would result in a foreign exchange loss or gain on the translation of any U.S. dollar monetary assets and liabilities. Further, Pollard's reported earnings could fluctuate materially as a result of revenues and expenses denominated in U.S. dollars under Canadian GAAP. There can be no assurance that changes in the currency exchange rate will not have a material adverse effect on Pollard Banknote Limited or on its ability to maintain a consistent level of dividends in Canadian dollars.

In addition the use of certain cash flow hedging strategies may result in increased volatility in net income due to mark-to-market accounting rules.

### ***Additional Capital Requirements***

Pollard Banknote believes that its operating income will be sufficient to fund operations and planned capital expenditures in the near term. However, Pollard Banknote may be required to raise additional capital in the future if it decides to make additional acquisitions. The availability of future borrowings and access to capital markets for financing depends on prevailing market conditions and the acceptability of financing terms offered to it. There can be no assurance that future borrowings or equity financing will be available to it, or available on acceptable terms, in an amount sufficient to fund its needs.

### ***Inability to Sustain and Manage Growth***

A principal component of Pollard Banknote's strategy is to continue its internal growth. Pollard Banknote may not be successful in growing its business or in managing its growth. Pollard Banknote's growth depends on its ability to accomplish a number of things, including:

- successfully introducing new products;
- identifying and developing new geographic markets;

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- developing new products and gaining market acceptance for them;
  - establishing and maintaining favourable relationships with customers in new markets and market segments and maintaining these relationships in existing markets; and
  - successfully managing expansion and obtaining the required financing.

Any growth Pollard Banknote achieves may require additional employees and an increase in the scope of both its operating and financial systems and the geographic area of its operations. Pollard Banknote may be unable to attract and retain qualified management and employees, and its existing operating and financial systems and controls may not be adequate to support any growth. Pollard Banknote's ability to improve its systems and controls may be limited by increased costs, technological challenges, or lack of qualified employees. The past results of Pollard Banknote may not be indicative of Pollard Banknote's prospects or its ability to penetrate new markets, many of which may have different competitive conditions and demographic characteristics than current markets.

### ***Competition***

The instant ticket business is highly competitive, and Pollard Banknote faces competition from a number of domestic and foreign instant ticket manufacturers and other competitors. Pollard Banknote currently has two instant ticket competitors in North America: Scientific Games Corporation and Gtech Printing Corporation. Internationally, there are a number of lottery instant ticket vendors which compete with Pollard Banknote including Sci Games, Gtech and Eagle Press Group of Companies.

Some of Pollard Banknote's competitors have longer operating histories, greater name recognition, larger customer bases and greater financial, technical and marketing resources than Pollard Banknote. These resources may allow them to respond more quickly than Pollard Banknote can to new or emerging technologies and to changes in customer requirements. It may also allow them to devote greater resources than Pollard Banknote can to the development, promotion and sale of their products. Pollard Banknote's competitors may also engage in more extensive research and development, undertake more far reaching marketing campaigns and adopt more aggressive pricing policies. The market for Pollard Banknote's products is highly competitive and it is fragmented at both the lottery and charitable gaming levels. Pollard Banknote expects competition to continue to be intense because of capacity in its markets. To the extent one of Pollard Banknote's competitors undertakes a consolidation program, Pollard Banknote's competition would increase further. Pollard Banknote also faces competition from emerging and existing lottery and charitable gaming products, such as internet gaming products and video lottery terminals. Competition from these and other gaming products may weaken demand for Pollard Banknote's products.

### ***Future Acquisition and Integration Risks***

To grow by acquisition, Pollard Banknote must identify and acquire suitable acquisition candidates at attractive prices and successfully integrate any acquired businesses with its existing operations. If the expected synergies from acquisitions do not materialize or Pollard Banknote fails to successfully integrate any new businesses into its existing business, Pollard Banknote's financial performance could be significantly impacted. To the extent that businesses acquired by Pollard Banknote or their prior owners failed to comply with or otherwise violated applicable laws, Pollard Banknote, as a successor owner, may be financially responsible for these violations.



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In connection with future acquisitions by Pollard Banknote, there may be liabilities that the Pollard Banknote, as the case may be, failed or was unable to discover in its due diligence prior to the consummation of the acquisition. The discovery of any material liabilities could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations or future prospects.

### ***Reliance on Manufacturing Facilities***

Pollard Banknote manufactures substantially all of its lottery tickets and gaming products at its facilities. Pollard Banknote expects to continue to expand its manufacturing capabilities by adding production lines and additional acquisitions, either of which could result in disruptions to its manufacturing operations. Pollard Banknote's manufacturing operations use certain custom designed equipment which, if damaged or otherwise rendered inoperable or unavailable, could result in the disruption of its manufacturing operations. Further, Pollard Banknote does not generally maintain an inventory of finished products due, in part, to the customized nature of its product line and its "just in time" approach to manufacturing. Consequently, any interruption of operations at any of its manufacturing facilities or at any facility of a supplier to Pollard Banknote or at which Pollard Banknote outsources production could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operation.

### ***Reliance on Key Personnel***

Pollard Banknote's future performance and development will depend to a significant extent on the efforts and abilities of its executive officers and key management personnel. The loss of the services of one or more of its individuals or other senior managers could harm Pollard Banknote. Pollard Banknote's success will depend largely on Pollard Banknote's continuing ability to attract, develop and retain skilled employees in all areas of its business.

### ***Technological Change***

Lotteries continue to investigate the use of the internet to augment their product offerings. Either in conjunction with existing gaming products (such as providing for second chance drawings for customers who have purchased losing instant tickets, or through communication through VIP or frequent players clubs) or as additional platforms to providing gaming products (for example providing electronic versions of instant tickets), the use of the internet is increasing. As lotteries look to expand their market share both with existing customers and through obtaining new customers, the internet will be a key distribution channel. Pollard Banknote may not be able to participate in this growth with its current product mix and the reliance on paper tickets may lessen.

### ***Significant Changes to Government Regulations***

Pollard Banknote is subject to various federal, provincial, state and local laws and regulations. There are laws that regulate its transporting products, importing and exporting products and employment. Furthermore, there are extensive gaming laws and approvals. Such laws, regulations and related rules and policies are administered by various federal, provincial, state and local agencies and other governmental authorities. New laws governing its business could be enacted and changes to any existing laws could have a significant impact on business. Failure by Pollard Banknote to comply with applicable laws and regulations may subject it to civil or regulatory proceedings which may have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

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### ***Licensing and Regulatory Requirements***

Pollard Banknote is subject to regulation in most jurisdictions in which its products are sold or used by persons or entities licensed to conduct gaming activities. The gaming regulatory requirements vary from jurisdiction to jurisdiction and licensing, other approval or finding of suitability processes with respect to Pollard Banknote, its personnel and its products, can be lengthy and expensive. Most jurisdictions have comprehensive licensing, reporting and operating requirements with respect to the sale and manufacture of bingo and bingo related products, including bingo paper and pull-tab tickets. These requirements have a direct impact on the conduct of the day to day operations of Pollard Banknote. There can be no assurance that Pollard Banknote, its products or its personnel will receive or be able to maintain any necessary gaming licenses, other approvals or findings of suitability. Moreover, failure to comply with the licensing, reporting and operating requirements may subject Pollard Banknote to civil or regulatory proceedings, including the imposition of civil penalties or the suspension or revocation of a license. The loss of a license in a particular jurisdiction will prohibit Pollard Banknote from selling products in that jurisdiction and may prohibit Pollard Banknote from selling its products in other jurisdictions. The loss of one or more licenses held by Pollard Banknote could have an adverse effect on the business.

Certain jurisdictions require extensive personal and financial disclosure and background checks from persons and entities beneficially owning a specific percentage (typically five percent or more) of a vendor's or licensee's securities. The failure of beneficial owners of Pollard Banknote's securities to submit to background checks and provide such disclosure could result in the imposition of penalties upon these beneficial owners and could jeopardize the award of a lottery contract or the issuance of a gaming license to Pollard Banknote or provide grounds for termination of an existing lottery contract or gaming license.

### ***Income and Other Taxes***

Pollard Banknote is subject to income taxes, withholding taxes, Canadian and U.S. federal, provincial and state taxes. As taxing regimes change their tax basis and rates or initiate reviews of prior tax returns, Pollard Banknote could be exposed to increased costs of taxation.

### ***Intellectual Property***

Pollard Banknote's commercial success depends, in part, on its ability to secure and protect intellectual property rights that are important to its business, including patent, trademark, copyright, and trade secret rights, to operate without infringing third party intellectual property rights, and to avoid having third parties circumvent the intellectual property rights that Pollard Banknote owns or licenses. In particular, the patents and trademarks Pollard Banknote owns or licenses may not be valid or enforceable. In addition, Pollard Banknote cannot be certain that its proprietary technology affords a competitive advantage, does not infringe third party rights, or will not need to be altered in response to competing technologies. Pollard Banknote also cannot be certain that technologies developed in the future will be the subject of valid and enforceable intellectual property rights.

In addition, litigation may be necessary to determine the scope, enforceability and validity of third party intellectual property rights or to establish Pollard Banknote's intellectual property rights. Regardless of merit, any such litigation could be time consuming and expensive, divert management's time and attention, subject Pollard Banknote to significant liabilities, require Pollard Banknote to enter into costly royalty or licensing agreements, or require Pollard Banknote to modify or stop using intellectual property that it owns or licenses.

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### ***Litigation***

Pollard Banknote is threatened from time to time with, or has been named as a defendant in, various legal proceedings and lawsuits based upon product liability, personal injury, breach of contract and lost profits or other consequential damages claims, in the ordinary course of conducting its business. Management has seen a growing trend across North America in litigation. A significant judgment against Pollard Banknote or the imposition of a significant fine or penalty, as a result of a finding that Pollard Banknote failed to comply with laws or regulations, or being named as a defendant on multiple claims could, have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

### ***Raw Material Price Volatility***

Various raw materials are used in the products manufactured by Pollard Banknote, and, while historically such raw materials have not been subject to economic or seasonal cyclicity and wide price variation, future results may differ. Certain raw materials used by Pollard Banknote in its manufacturing processes are made from commodities that are vulnerable to significant fluctuations in price. Sudden increases in the price or a reduction in the availability of raw materials or commodities used to make raw materials used in the manufacture of lottery tickets and gaming products could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations. Pollard Banknote may not be able to pass on the increased costs to customers.

### ***Lack of Long-Term Supplier Agreements***

Historically, Pollard Banknote has not entered into long term agreements with its suppliers. Generally, suppliers may terminate their relationship with Pollard Banknote on short notice. In addition, even if suppliers should decide to continue their relationship with Pollard Banknote, there can be no guarantee that suppliers will supply the same amount of product as in the past, or that supply will be on similar terms. Any loss of a significant supplier, or a change in the terms of the relationship with a significant supplier could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

### ***Product Liability***

Pollard Banknote, like other manufacturers and sellers of retail products, is subject to potential liabilities connected with its business operations, including potential liabilities and expenses associated with product defects, performance, reliability or delivery delays. A major product liability claim could have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations because of the costs of defending against lawsuits, diversion of key employees' time and attention from the business and potential damage to its reputation.

### ***Labour Disruptions***

Approximately 119 of Pollard Banknote's employees, all of whom are employed at the Ypsilanti, Michigan facility, are subject to a collective bargaining agreement which expires on August 31, 2012. While management believes that Pollard Banknote is generally on good terms with its employees, there are no assurances that a strike or other disruption by its unionized employees will not occur. A work disruption at this facility would likely have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

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### ***Dependence on Sole or Limited Sources of Supply***

Certain raw materials used in connection with the manufacture of Pollard Banknote's products and packaging materials are obtained from a sole or a limited group of suppliers. Pollard Banknote's reliance on a sole supplier or limited groups of suppliers involves several risks including increased risk of inability to obtain adequate supplies, reduced control over pricing and timely delivery, and in the case of substrata and ink, the long lead times required to approve the specifications necessary to produce products specific to Pollard Banknote's specifications. There are no assurances that this dependence on a limited group of suppliers will not have an adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations. In addition, were it necessary for Pollard Banknote to source its substrata and ink needs from another supplier, disruption to Pollard Banknote's business would occur during the period in which Pollard Banknote sourced another supplier and was able to receive supplies based on its particular specifications.

### ***Operating Hazards***

Pollard Banknote's revenues are dependent on the continued operation of its facilities. The operation of facilities involves some risks, including the failure or substandard performance of equipment, natural disasters, suspension of operations and new governmental statutes, regulations, guidelines and policies. Pollard Banknote may also have exposure to future claims with respect to workplace exposure, workers' compensation and other matters, arising from events both prior to and after any of its acquisitions. There can be no assurance as to the actual amount or the timing of these liabilities. The occurrence of material operational problems, including but not limited to the above events, may have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations.

### ***Environment, Health and Safety Requirements and Related Considerations***

Pollard Banknote's operations and real property are subject to a broad range of increasingly complex federal, provincial, state and local laws and regulations as well as permits and other approvals governing environmental and workers' health and safety matters, including those relating to air emissions, water discharges, the storage, handling, use, discharge and disposal of hazardous materials and contaminants (including waste) (the "E, H & S Requirements"). Certain E, H & S Requirements may impose joint and several liability on lessees and owners or operators of facilities for the costs of investigation or remediation of contaminated properties regardless of fault or the legality of the original release or disposal.

Pollard Banknote's past and present operations that are subject to E, H & S Requirements include the use, storage, handling and contracting for recycling or disposal of hazardous and non-hazardous materials such as washes, inks, alcohol-based products, fountain solution, photographic fixer and developer solutions, machine and hydraulic oils and solvents. The use and management of such materials, the nature of the manufacturing and printing process, and the ownership and/or management or control of commercial properties carries an inherent liability risk that must be carefully managed. Pollard Banknote believes that the conduct of its operations is in material compliance with applicable E, H & S Requirements. Maintaining such compliance in the conduct of its operations has not had a material adverse effect on Pollard Banknote's financial condition or operating results.

As noted earlier, Pollard Banknote manufactures its products at six facilities, two of which are owned by Pollard Banknote and four of which are leased. Four of the six facilities (Barrhead, Alberta, Ypsilanti, Michigan, Sault Ste. Marie, Ontario and the Winnipeg, Manitoba

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manufacturing/Head Office facility site) were established by Pollard Banknote from green field sites.

As a consequence of Pollard Banknote's historical and current operations, and its ownership, management and control of real property, it may be involved from time to time in administrative or judicial proceedings and inquiries relating to E, H & S Requirements. It may also be subject to regulatory orders or actions (including orders to remediate soil and groundwater contamination). Future inquiries, orders, actions or proceedings of this nature could have material adverse effects on Pollard Banknote's business, financial condition, liquidity and results of operations.

Changes to existing E, H & S Requirements and to the enforcement thereof or the adoption of new E, H & S Requirements in the future might, individually or in the aggregate, have a material adverse effect on Pollard Banknote's business, financial condition, liquidity and results of operations. In addition, the discovery of unknown environmental or workers' health and safety issues at properties owned, managed or controlled by Pollard Banknote, including the responsibility to remediate hazardous substances whether or not the contamination was caused by Pollard Banknote, could require expenditures that might materially affect Pollard Banknote's business, financial condition, liquidity and results of operations.

#### ***Insufficient Insurance Coverage***

Pollard Banknote maintains property, general liability, errors and omissions, business interruption insurance and directors and officer's liability insurance on such terms as it deems appropriate. This may result in insurance coverage that, in the event of a substantial loss, would not be sufficient to pay the full current market value or current replacement cost of Pollard Banknote's lost investment. This insurance may not remain available to it at commercially reasonable rates. Future increases in insurance costs, coupled with the increase in deductibles, may result in higher operating costs and increased risk. Not all risks faced by Pollard Banknote are insured.

#### ***Interest Rates***

Pollard Banknote has certain floating rate loans and may be negatively impacted by increases in interest rates, the effects of which would be to reduce the amount of cash available for operations.

#### ***Dividends Are Not Guaranteed and Will Fluctuate with Business Performance***

Although Pollard Banknote intends to continue a policy of paying dividends, there can be no assurance regarding the amounts of income to be generated by Pollard Banknote's business. The ability of Pollard Banknote to make dividends, and the actual amount declared, will be entirely dependent on the operations and assets of Pollard Banknote, and will be subject to various factors including Pollard Banknote's financial performance, its obligations under applicable credit facilities, fluctuations in its working capital, the sustainability of its margins and its capital expenditure requirements. The market value of the Shares may deteriorate if Pollard Banknote is unable to meet its expected dividends in the future, and that deterioration may be significant.

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### ***Leverage and Restrictive Covenants***

The ability of Pollard Banknote to pay dividends or make other payments or advances will be subject to applicable laws and contractual restrictions contained in the instruments governing any indebtedness of those entities (including the Credit Facility). Under the existing credit facility, Pollard has agreed not to pay dividends in excess of the current quarterly amount of \$0.03 per share if the debt to adjusted EBITDA ratio is above a certain target. As at December 31, 2011, the ratio is below the target, however there is no guarantee that the ratio will remain lower than the level restricting dividends. The degree to which Pollard Banknote is leveraged could have important consequences to the Shareholders including: Pollard Banknote's ability to obtain additional financing for working capital, capital expenditures or acquisitions may be limited; a significant portion of Pollard Banknote's cash flow from operations may be dedicated to the payment of the principal of, and interest on, its indebtedness, thereby reducing funds available for future operations; certain of Pollard Banknote's borrowings will be at variable rates of interests, which exposes Pollard Banknote to the risk of increased interest rates; and Pollard Banknote may be more vulnerable to economic downturns and be limited in its ability to withstand competitor pressures. These factors may increase the sensitivity of cash available for dividends to interest rate variations.

The Credit Facility also requires the facility be reduced on a quarter by quarter basis by an amount calculated as 50% of the prior quarter's Excess Cash Flow. Excess Cash Flow is defined as adjusted EBITDA less scheduled principal indebtedness payments (if any), interest and cash income taxes paid. The facility reduction is not required when the adjusted EBITDA to Debt Ratio is less than a certain target. As at December 31, 2011, the ratio is under the target and the reduction in the facility is currently not required, although there is no guarantee that the ratio will remain below the target.

The Credit Facility contains numerous restrictive covenants that limit the discretion of Pollard Banknote's management with respect to certain business matters. These covenants place significant restrictions on, among other things, the ability of Pollard Banknote to create liens or other encumbrances, to pay dividends or make certain other payments, investments, loans and guarantees and to sell or otherwise dispose of assets and merge or consolidate with another entity. In addition, the Credit Facility contains a number of financial covenants that require Pollard Banknote to meet certain financial ratios and financial condition tests. A failure to comply with the obligations in the Credit Facility could result in a default which, if not cured or waived, could result in a termination of dividends by Pollard Banknote and permit acceleration of the relevant indebtedness. If the indebtedness under the Credit Facility were to be accelerated, there can be no assurance that the assets of Pollard Banknote would be sufficient to repay in full that indebtedness. In addition, the Credit Facility has a rolling two-year term. There can be no assurance that future borrowings or equity financing will be available to Pollard Banknote, or available on acceptable terms, in an amount sufficient to fund Pollard Banknote's needs. See "Indebtedness - Credit Facility."

### ***Control and Contractual Restrictions by Pollard Equities Limited***

Equities directly owns approximately 73.5% of the shares of Pollard Banknote. This significant level of voting control enables Equities to determine all matters involving Shareholder approval.

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As a result of its voting interest in Pollard Banknote, Pollard Equities exercises significant influence over corporate transactions submitted to the Board of Directors for approval. Equities has sufficient voting power to prevent a change in control of Pollard Banknote.

The interests of the Equities may conflict with those of the Shareholders.

***Future Sales of Shares by Pollard Equities Limited***

Equities hold approximately 73.5% of the outstanding Shares of Pollard Banknote on a fully-diluted basis. The market price of the Shares could fall if Equities were to sell substantial amounts of Shares in the public market. The perception among the public that these sales will occur could also produce such effect.

**DIVIDENDS**

Prior to the Conversion the Fund had paid monthly distributions to Unitholders of \$0.0792 per Unit from the completion of the Offering until May 2009, \$0.0475 monthly per Unit from May 2009 until January 2010, and \$0.01 monthly per Unit from February 2010 to April 2010 (other than its initial distribution of \$0.0689 per Unit in respect of the period from August 5, 2005 to August 31, 2005). After the Conversion Pollard Banknote declared a \$0.02 quarterly dividend (for May and June 2010) payable on July 15, 2010, and subsequent quarterly dividends of \$0.03 for the quarters ending September 30, 2010, December 31, 2010, March 30, 2011, June 30, 2011, September 30, 2011 and December 31, 2011. All quarterly dividends are paid on the 15th of the month following the end of each quarter.

**LEGAL PROCEEDINGS**

In the normal course of business activities, the Company is subject to various legal actions. Management contests these actions and believes that their resolution will not have a material adverse impact on the Company's financial condition.

**REGISTRAR AND TRANSFER AGENT**

The transfer agent and registrar for the Shares is Computershare Trust Company of Canada, at its principal office in Toronto, Ontario.

**INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL  
TRANSACTIONS**

**INITIAL PUBLIC OFFERING**

On August 5, 2005, Equities transferred its operating assets and liabilities to Pollard LP, with a book value of \$35.3 million, in exchange for promissory notes of \$60.5 million and 14,006,146 Class B LP Units and 3,531,474 Class C LP Units, which had an estimated combined fair value of \$172.2 million.

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On August 5, 2005, as part of an initial public offering (the “offering”) and a private placement, 6,005,538 Class A Limited Partnership Units (“LP Units”), equal to approximately 25.5% of the outstanding Limited Partnership interests of Pollard LP, were issued indirectly to the Fund in exchange for cash consideration of \$60.1 million. The acquisition of the Limited Partnership Units occurred through Trust.

In addition, on August 5, 2005, the promissory notes were repaid using proceeds from issuance of 6,005,538 Class A LP Units and proceeds from the new credit facility.

On August 29, 2005, the underwriting group exercised an over-allotment option on the Fund resulting in the issuance of an additional 280,162 Fund Units and the indirect purchase by the Fund of 280,162 additional Class A LP Units from Pollard LP for net proceeds of \$2.6 million. In addition, on August 29, 2005, Pollard LP redeemed 280,162 Class B LP Units from Equities for \$2.6 million.

Following the completion of the initial public offering and private placement on August 5, 2005 and completion of the over-allotment on August 29, 2005, (i) Trust owned 6,285,700 Class A LP Units of Pollard LP representing an approximate 26.7% Limited Partnership interest in Pollard LP, and an equivalent interest in the common shares of the General Partner, and (ii) the existing securityholder, through Equities, owned 13,725,984 Class B LP Units and 3,531,474 Class C LP Units of Pollard LP representing collectively an approximate 73.3% interest in Pollard LP, and an equivalent interest in the common shares of the General Partner. In addition, Equities owned 17,257,458 Special Voting Units of the Fund. During 2009 Equities purchased 47,700 Units of the Fund.

#### **CONVERSION TO A CORPORATION**

Effective May 14, 2010, Pollard Banknote completed its conversion from an income trust structure to a publicly traded corporation. Pursuant to the plan of arrangement the holders of Trust Units of the Fund transferred their Trust Units to the Company in consideration for Common Shares of the Company on a one to one basis. Pollard Equities Limited transferred the Class B and Class C Limited Partnership Units (the “Exchangeable LP Units”), the Special Voting Units of the Fund and the Common Shares of Pollard Banknote GP Limited held by it to the Company in consideration for Common Shares on the basis of one Common Share for one Exchangeable LP Unit (together with its accompanying Special Voting Unit) and one Pollard Banknote GP Limited Common Share.

Upon completion of the plan of arrangement Pollard Equities Limited holds approximately 73.5% of the outstanding Common Shares of the Company. The remaining approximate 26.5% of the Common Shares are held by the public. Please refer to “General Development of the Business - Conversion to a Corporation” for the details.



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## MARKET FOR SECURITIES

The Shares are listed and posted for trading on the TSX under the symbol “PBL”

### Trading Price and Volume

Month	Low (\$)	High (\$)	Trading Volume
January, 2011	2.25	2.77	179,500
February, 2011	2.20	2.49	344,800
March, 2011	2.20	2.36	166,700
April, 2011	2.13	2.35	58,600
May, 2011	2.00	2.27	157,900
June, 2011	2.00	2.34	123,200
July, 2011	2.10	2.27	76,200
August, 2011	2.00	2.30	124,600
September, 2011	1.82	2.30	132,000
October, 2011	1.68	2.01	173,600
November, 2011	1.68	1.91	47,600
December, 2011	1.61	1.88	102,600
January, 2012	1.72	1.99	24,400

## PRIOR SALES

See “General Development of the Business – Initial Public Offering and Conversion to a Corporation” for a description of the sales of Fund Units and Shares by the Company since its inception.

## PROMOTER

PBL Holdings Inc., parent company of Equities, took the initiative in organizing the business and affairs of Pollard Banknote and, accordingly, may be considered to be a promoter of Pollard Banknote within the meaning of applicable securities legislation. Certain officers of PBL Holdings Inc. are also officers and/or directors of Pollard Banknote. See also “General Development of the Business – Initial Public Offering and Conversion to a Corporation.”

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## **MATERIAL CONTRACTS**

The following are the only material contracts, other than contracts entered into in the ordinary course of business, which has been entered into by Pollard Banknote since its incorporation on March 26, 2010:

- (a) the Arrangement Agreement relating to the Conversion to a Corporation. Details of the Conversion including a copy of the Plan of Arrangement and the Arrangement Agreement dated April 6, 2010, may be found in the Management Information Circular dated April 9, 2010, filed under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

## **INTEREST OF EXPERTS**

KPMG LLP are the auditor's who prepared the auditors' report on Pollard Banknote Limited's consolidated financial statements for the years ended December 31, 2011. As of March 7, 2012, KPMG LLP and its partners did not hold any registered or beneficial ownerships interests, directly or indirectly, in the securities of Pollard Banknote.

## **DOCUMENTS INCORPORATED BY REFERENCE**

The following documents are incorporated by reference in this annual information form of Pollard Banknote:

- a) The final prospectus filed on SEDAR on July 27, 2005 relating to the initial public offering (IPO) of the Fund.

## **ADDITIONAL INFORMATION**

Additional information relating to Pollard Banknote may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional financial information is provided in the consolidated financial statements and the management's discussion and analysis for Pollard Banknote for the year ended December 31, 2011, which may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Copies of the 2011 Annual Information Form and any document or the pertinent pages of any document incorporated by reference in this 2011 Annual Information Form may be obtained upon request from the Chief Financial Officer of Pollard Banknote, 1499 Buffalo Place, Winnipeg, Manitoba, Canada, R3T 1L7. If the securities of Pollard Banknote are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus, copies of the foregoing documents are available free of charge. At all other times, a reasonable fee may be charged if the request for copies is made by a person who is not a shareholder of Pollard Banknote.

**CHARTER OF THE AUDIT COMMITTEE**  
**OF**  
**POLLARD BANKNOTE LIMITED**



## **General**

The Board of Directors (the “Board”) of Pollard Banknote Limited (the “Corporation”) has established an Audit Committee (the “Committee”) to take steps on its behalf as are necessary to assist the Board in fulfilling its oversight responsibilities regarding:

- a) the integrity of the Corporation’s financial statements;
- b) the internal control systems of the Corporation;
- c) the external audit process;
- d) risk management;
- e) the administration, financial reporting and investment activities of pension plan(s);
- f) the Corporation’s compliance with legal and regulatory requirements, and
- g) any additional duties set out in this Charter or otherwise delegated to the Committee by the Board.

## **Members**

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. All members of the Committee shall be independent directors.

All members of the Committee shall be financially literate. While the Board shall determine the definition of and criteria for financial literacy, this shall, at a minimum, include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

The Co-Chief Executive Officers (“Co-CEOs”) of the Corporation and, to the extent the Chair of the Board is not otherwise a member of the Committee, the Chair, and all other directors who are not members of the Committee may be invited to attend all meetings of the Committee in an ex-officio capacity but shall not vote. The Co-CEOs shall not attend in-camera sessions.

## **Duties**

The Committee shall have the following duties:

### **(a) Financial Reporting and Disclosure**

1. Audited Annual Financial Statements: Review the audited financial statements, all related management discussion and analysis (“MD&A”), and earnings press releases for submission to the Board for approval.

2. Quarterly Review: Review the quarterly financial statements, the related MD&A, and earnings press releases for submission to the Board for approval.
3. Significant Accounting Principles and Disclosure Issues: Review with management and the external auditor, significant accounting principles and disclosure issues, including complex or unusual transactions, highly judgmental areas such as reserves or estimates, significant changes to accounting principles, and alternative treatments under Canadian GAAP for material transactions. This shall be undertaken with a view to understanding their impact on the financial statements, and to gaining reasonable assurance that the statements are accurate, complete, do not contain any misrepresentations, and present fairly the Corporation's financial position and the results of its operations in accordance with Canadian GAAP.
4. Compliance: confirm through discussions with management that Canadian GAAP and all applicable laws or regulations related to financial reporting and disclosure have been complied with.
5. Legal Events: Review any actual or anticipated litigation or other events, including tax assessments, which could have a material current or future effect on the Corporation's financial statements, and the manner in which these have been disclosed in the financial statements.
6. Off-Balance-Sheet Transactions: Discuss with management the effect of any off-balance-sheet transactions, arrangements, obligations and other relationships with unconsolidated entities or other persons that may have a material current or future effect on the Corporation's financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenses.
7. Other Disclosures: Satisfy itself that adequate procedures are in place for the review of the Corporation's public disclosure of financial information, other than the public disclosure of the information referred to in sections 1 and 2 above, and periodically assess the adequacy of those procedures.

**(b) Oversight of Internal Controls**

8. Review and Assessment: Review and assess the adequacy and effectiveness of the Corporation's system of internal control and management information systems through discussions with management and the external auditor.
9. Oversight: Oversee system of internal control, by

- Monitoring and reviewing policies and procedures for internal accounting, financial control and management information;
  - Consulting with the external auditor regarding the adequacy of the Corporation's internal controls;
  - Reviewing with management its philosophy with respect to internal controls and, on a regular basis, all significant control-related findings together with management's response; and
  - Obtaining from management adequate assurances that all statutory payments and withholdings have been made.
10. Fraud: Oversee investigations of alleged fraud and illegality relating to the Corporation's finances.
11. Complaints: Review with management that appropriate procedures exist for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters, and for the protection from retaliation of those who report such complaints in good faith (the "Whistle Blowing Procedures").

**(c) External Audit**

12. Appointment or Replacement: Recommend the appointment or replacement of the external auditor to the Board, who will consider the recommendation prior to submitting the nomination to the shareholders for their approval.
13. Compensation: Review with management, and make recommendations to the Board, regarding the compensation of the external auditor. In making a recommendation with respect to compensation, the Committee shall consider the number and nature of reports issued by the external auditor, the quality of internal controls, the size, complexity and financial condition of the Corporation, and the extent of other support provided by the Corporation to the external auditor.
14. Reporting Relationships: The external auditor will report directly to the Committee.
15. Performance: Review with management, on a regular basis, the terms of the external auditor's engagement, accountability, experience, qualifications and performance. Evaluate the performance of the external auditor.
16. Transition: Review management's plans for an orderly transition to a new external auditor, if required.

17. Audit Plan: Review the audit plan and scope of the external audit with the external auditor and management, and consider whether the nature and scope of the planned audit procedures can be relied upon to detect weaknesses in internal controls, frauds or other illegal acts.
18. Audit Plan Changes: Discuss with the external auditor any significant changes required in the approach or scope of their audit plan, management's handling of any proposed adjustments identified by the external auditor, and any actions or inactions by management that limited or restricted the scope of their work.
19. Review of Results: Review, in the absence of management, the results of the annual external audit, the audit report thereon and the auditor's review of the related MD&A, and discuss with the external auditor the quality (not just the acceptability) of accounting principles used, any alternative treatments of financial information that have been discussed with management, the ramifications of their use and the auditor's preferred treatment, and any other material communications with management.
20. Disagreements with Management: Resolve any disagreements between management and the external auditor regarding financial reporting.
21. Material Written Communications: Review all other material written communications between the external auditor and management, including the post-audit management letter containing the recommendations of the external auditor, management's response and, subsequently, follow up identified weaknesses.
22. Other audit matters: Review any other matters related to the external audit that are to be communicated to the Committee under generally accepted auditing standards.
23. Meeting with External Auditor: Meet with the external auditor in the absence of management at least quarterly to discuss and review specific issues as appropriate as well as any significant matters that the auditor may wish to bring to the Committee for its consideration.
24. Correspondence: Review with management and the external auditor any correspondence with regulators or governmental agencies, employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.
25. Independence: At least annually, and before the external auditor issues its report on the annual financial statements, review and confirm the independence of the external auditor through discussions with the auditor on their relationship with the Corporation, including details of all non-audit

services provided. Consider the safeguards implemented by the external auditor to minimize any threats to their independence, and take action to eliminate all factors that might impair, or be perceived to impair, the independence of the external auditor. Consider the number of years the lead audit partner has been assigned to the Corporation, and consider whether it is appropriate to recommend to the Board a policy of rotating the lead audit partners more frequently than every five years, as is required under the rules of the Canadian Public Accountability Board.

26. Non-Audit/Audit Services: Pre-approve any material non-audit services to be provided to the Corporation by the external auditor, with reference to compatibility of the service with the external auditor's independence.
27. Hiring Policies: Review and approve the hiring policies regarding partners, employees and former partners and employees of the present and former external auditor.

**(d) Risk Management**

28. Adequacy of Policies and Procedures: Review and assess the adequacy of the Corporation's risk management policies and procedures with regard to identification of the Corporation's principal risks annually. Review and assess the adequacy of the implementation of appropriate systems to mitigate and manage the risks, and report regularly to the Board.

**(e) Retirement/Pension Plan**

29. Oversight: Review and assess management's reports on retirement/pension plan oversight including:
  - (a) Review Management controls and processes with respect to the administration of investment activities, financial reporting and funding of the plan(s).
  - (b) Confirm the following appointments for the management of the plan(s), subject to exceptions where the appointment authority is assigned to another party as per plan documents:
    - Trustee
    - Investment Manager
  - (c) Review the actuarial assumptions used for the valuation, including the rate of return on investments and the discount rate used to arrive at the funding requirements.



(d) Review and approve the plan(s) investment objectives and guidelines annually and amend if necessary.

(e) Review the investment performance of the funds and the investment managers, and their compliance with the investment objectives and applicable legislation.

**(f) Compliance**

30. Filings with Regulatory Authorities: Review with management the Corporation's relationship with regulators, and the timelines and accuracy of Corporation filings with regulatory authorities.

31. Code of Business Conduct and Ethics: Review the Corporation's Code of Business Conduct and Ethics and confirm that adequate and effective systems are in place to enforce compliance. Ensure the Code of Business Conduct and Ethics is disclosed in the Corporation's annual report or information circular at least every three years or following a material amendment. Alternatively, confirm with management that an up-to-date version of the Code of Business Conduct and Ethics is disclosed on the Corporation's website.

**(g) Related Party Transactions**

32. Related Party Transactions: Review with management all related party transactions and the development of policies and procedures related to those transactions.

**(h) Board Relationship and Reporting**

33. Adequacy of Charter: Review and assess the adequacy of the Committee Charter annually and submit such amendments as the Committee proposes to the Governance and Nominating Committee.

34. Disclosure: Oversee appropriate disclosure of the Committee's Charter, and other information required to be disclosed by applicable legislation, in the Corporation's Annual Information Form and all other applicable documents.

35. Reporting: Report regularly to the Board on Committee activities, issues and related recommendations.

### **Chair**

The Board will in each year appoint the Chair of the Committee. The Chair shall have accounting or related financial expertise. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will have the right to exercise all powers of the Committee between meetings but will attempt to involve all other members as appropriate prior to the exercise of any powers and will, in any event, advise all other members of any decisions made or powers exercised.

### **Meetings**

The Committee shall meet at the request of its Chair, but in any event it will meet at least four times a year. Notices calling meetings shall be sent to all Committee members, to the Co-CEOs and CFO of the Corporation, to the Chair of the Board and to all other directors.

### **Quorum**

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

### **Removal and Vacancy**

A member may resign from the Committee, and may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director. The Board will fill vacancies in the Committee by appointment from among the directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

### **Experts and Advisors**

The Committee may retain or appoint, at the Corporation's expense, such experts and advisors as it deems necessary to carry out its duties, and to set and pay their compensation. The Committee shall provide notice to the Governance Committee of its actions in this regard.

### **Secretary and Minutes**

The Secretary of the Corporation, or such other person as may be appointed by the Chair of the Committee, will act as Secretary of the Committee. The Minutes of the Committee will be in writing and duly entered into the books of the Corporation. The minutes of the Committee will be circulated to all members of the Board, with a copy to the Co-CEOs.