

**CODE OF BUSINESS CONDUCT AND ETHICS**

**FOR**

**POLLARD BANKNOTE LIMITED**

Approved as to form and content on May 6, 2014

## **POLLARD BANKNOTE LIMITED**

### **Code of Business Conduct and Ethics**

This Code of Business Conduct and Ethics (“Code”) establishes standards of conduct for every trustee, director, officer and employee of Pollard Banknote Limited and its subsidiaries (collectively, “Pollard” or the “Company”). Although the Code does not attempt to set forth a complete guide to cover all possible situations that might be encountered, it does address fundamental principles to govern our conduct as representatives of Pollard.

Responsible business conduct and ethical behavior serve the interests of all of Pollard’s stakeholders – investors, customers, trustees, directors, officers and employees. It is our duty as representatives of Pollard to embrace, respect and conduct ourselves in accordance with the principles set forth in the Code. As trustees, directors, officers and employees, we are expected to study and understand the Code, to seek clarification from those in authority when our proper course of action is not clear, and to challenge and/or report behavior that is in material conflict with the Code.

Questions about the application or interpretation of this Code may be referred to your supervisor, one of the Co-Chief Executive Officers, or the Chair of the Corporate Governance and Nominating Committee.

#### **Core Values**

Our core values are:

***INTEGRITY – HONESTY – RESPECT***

We are expected to demonstrate these values in all of our business conduct.

#### **Fair Business Practices**

We deal fairly with our shareholders, customers, suppliers and others in the industry. We compete vigorously, but fairly and lawfully, in the marketplace. In our marketing and investor relations activities, we make fair, factual statements and comparisons. We seek competitive information in an ethical and appropriate manner.

#### **Respectful Workplace Environment**

We will provide a working environment wherein all employees are able to share a positive working experience, where personal rights are respected, and the health, safety and security of every employee is of primary importance.

Every person shall enjoy the right of equality of opportunity in employment based on bona fide qualifications, and matters such as race, nationality, religion, gender, sexual orientation, age or marital status will play no part in hiring or promotion practices. Discrimination, intimidation or harassment of any kind will not be tolerated.

### **Compliance with Law**

We comply with all applicable laws and regulations, and encourage our contractors and their suppliers to do so as well. Whenever there may be questions about the legality of a proposed course of action, we seek guidance and discuss the situation with the appropriate authorized Company representative.

### **Protection and Proper Use of Pollard Assets**

We take steps to protect Pollard's assets and to ensure their efficient and appropriate use. We only use the Company's assets, including its cash, physical assets and intangible assets, for Pollard's legitimate business purposes and we endeavor to protect these assets from loss by theft, misuse or damage.

### **Insider Trading**

We will review and comply with Pollard's Confidentiality and Insider Trading policy. Employees in possession of material information that has not been made public will not trade Company securities or disclose that information to third parties if it can reasonably be predicted that the information, when in the public domain, will influence the market value of the securities. Additional restrictions exist for directors and senior management who by definition are "insiders".

### **Confidentiality**

We protect the confidentiality of proprietary information, which we may learn about Pollard, its customers, investors or those with whom Pollard is considering doing business.

### **Questionable Accounting or Auditing Matters**

We respect and endorse the requirement for integrity in all of Pollard's accounting practices, internal controls and audit procedures. We raise any material concerns in this regard with the Chief Financial Officer, one of the Co-Chief Executive Officers, or with the Audit Committee of Pollard, through a confidential report if appropriate as set out below under "Reporting of Illegal or Unethical Behavior". The senior officers of Pollard under the direction of the Co-Chief Executive Officers and the Chief Financial Officer, ensure that periodic financial reports required to be filed by the Company provide full, fair, accurate, timely and understandable disclosures. Further guidance is available under the "Whistle Blowing Procedures".

### **Conflicts of Interest**

We avoid any conflict, or perception of conflict, between our personal interests and the interests of Pollard when transacting Company business. We understand such a conflict can arise whenever we take actions or have interests that may interfere with our ability to perform our work objectively and effectively. Such situations include, but are not limited to:

- employment by or having a business association with a competitor of or supplier to Pollard;
- accepting money, services, or excessive hospitality from those seeking to do business with Pollard;
- using Pollard insider information to make personal investment decisions or to tip others;
- depriving Pollard of our best efforts while at work because of the demands of a second job, home business or similar commitment; and
- taking advantage for ourselves of a corporate opportunity of potential interest to Pollard, which has not been considered by the Company.

We will fully and promptly disclose to the Vice President of Legal Affairs any circumstances that could be construed or perceived as a conflict of interest.

### **Copyright**

We will not knowingly make use of software or proprietary content which has not been properly licensed to the Company, nor have copies of such materials on computers owned by Pollard.

### **Reporting of Illegal or Unethical Behavior**

If we believe this Code has been breached in any material way by someone associated with Pollard, we confront such behavior if we believe that we can safely do so. Conduct that is in material breach of the Code will also be reported to the Co-Chief Executive Officers, Chief Financial Officer, the Audit Committee or the Corporate Governance and Nominating Committee of Pollard. Anyone associated with Pollard may on an anonymous basis make a confidential report respecting non-compliance or potential non-compliance with this Code.

### **Waivers**

No waiver of any provision of this Code shall be valid unless provided in writing by the Chairperson of the Board of Directors with the prior approval of the Board of Directors.