POLLARD BANKNOTE LIMITED

June 30 - 2012

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012

August 9, 2012

This management's discussion and analysis ("MD&A") of Pollard Banknote Limited ("Pollard") for the three and six months ended June 30, 2012, is prepared as at August 9, 2012, and should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements of Pollard and the notes therein as at June 30, 2012 and the audited consolidated financial statements of Pollard for the year ended December 31, 2011 and the notes therein. Results are reported in Canadian dollars and have been prepared in accordance with International Financial Reporting Standards ("IFRS" or "GAAP").

Forward-Looking Statements

Certain statements in this report may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this document, such statements include such words as "may," "will," "expect," "believe," "plan" and other similar terminology. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this document. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.

Use of Non-GAAP Financial Measures

Reference to "Adjusted EBITDA" is to earnings before interest, income taxes, amortization and depreciation, unrealized foreign exchange gains and losses, mark-to-market gains and losses on foreign currency contracts and interest rate swaps, and certain non-recurring items including conversion expenses, warranty reserve accruals, settlement loss on pension curtailment and restructuring costs. Adjusted EBITDA is an important metric used by many investors to compare issuers on the basis of the ability to generate cash from operations and management believes that, in addition to Net Income, Adjusted EBITDA is a useful supplementary measure.

Adjusted EBITDA is a measure not recognized under GAAP and does not have a standardized meaning prescribed by GAAP. Therefore, this measure may not be comparable to similar measures presented by other entities. Investors are cautioned that Adjusted EBITDA should not be construed as an alternative to Net Income determined in accordance with GAAP as an indicator of Pollard's performance or to cash flows from operating, investing and financing activities as measures of liquidity and cash flows.

Basis of Presentation

The results of operations in the following discussions encompass the unaudited condensed consolidated interim consolidated results of Pollard for the three and six months ended June 30, 2012. All figures are in millions except for per share amounts.

POLLARD BANKNOTE LIMITED

Overview

Pollard Banknote Limited ("Pollard") is one of the leading providers of products and services to lottery and charitable gaming industries throughout the world. Management believes Pollard is the largest provider of instant-win scratch tickets ("instant tickets") based in Canada and the second largest producer of instant tickets in the world.

Pollard produces and provides a comprehensive line of instant tickets and lottery services including: licensed products, distribution, retail telephone selling ("tel-sell"), marketing, internet support, Social Instants™ and instant ticket vending machines. In addition, Pollard's charitable gaming product line includes pull-tab (or break-open) tickets, bingo paper, pull-tab vending machines and ancillary products such as pull-tab counting machines. Pollard also markets products to the commercial gaming and security sector including such items as promotional scratch and win tickets, transit tickets and parking passes.

Pollard's lottery products are sold extensively throughout Canada, the United States and the rest of the world, wherever applicable laws and regulations authorize their use. Pollard serves over 50 instant ticket lotteries including a number of the largest lotteries throughout the world. Charitable gaming products are mostly sold in the United States and Canada where permitted by gaming regulatory authorities. Pollard serves a highly diversified customer base in the charitable gaming market of over 250 independent distributors with the majority of revenue generated from repeat business.

Product line breakdown of revenue

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Instant Tickets	89.3%	89.5%	88.3%	88.8%
Charitable Gaming Products	9.9%	9.3%	10.7%	9.9%
Vending Machines	0.8%	1.2%	1.0%	1.3%

Geographic breakdown of revenue

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
United States	59%	55%	56%	57%
Canada	20%	28%	20%	24%
International	21%	17%	24%	19%

The following financial information should be read in conjunction with the accompanying financial statements of Pollard and the notes therein as at and for the three and six months ended June 30, 2012.

SELECTED FINANCIAL INFORMATION

(millions of dollars, except per share information)

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Sales	$40.8	$44.4	$77.4	$83.6
Cost of Sales	32.3	36.7	62.3	69.8
Gross Profit	8.5	7.7	15.1	13.8
Gross Profit as a % of sales	*20.8%*	*17.3%*	*16.5%*	*16.5%*
Administration Expenses	3.4	3.4	6.8	6.7
Expenses as a % of sales	*8.3%*	*7.7%*	*8.8%*	*8.0%*
Selling Expenses	1.6	1.6	3.1	3.1
Expenses as a % of sales	*3.9%*	*3.6%*	*4.0%*	*3.7%*
Realized foreign exchange gain	(0.1)	(1.5)	-	(1.9)
Gain as a % of sales	*(0.2%)*	*(3.7%)*	-	*(2.2%)*
Net Income	1.0	1.8	1.8	2.7
Net Income as a % of sales	*2.5%*	*4.1%*	*2.3%*	*3.2%*
Adjusted EBITDA	5.2	7.7	8.6	11.5
Adjusted EBITDA as a % of sales	*12.7%*	*17.3%*	*11.1%*	*13.8%*
Adjusted EBITDA excluding gain on sale of property, plant and equipment and realized foreign exchange gain	5.1	4.7	8.6	8.1
As a % of sales	*12.5%*	*10.6%*	*11.1%*	*9.7%*
Net Income per share	$0.04	$0.08	$0.07	$0.11

	June 30, 2012	December 31, 2011
Total Assets	$123.8	$121.6
Total Non-Current Liabilities	$79.3	$77.2

RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA

(millions of dollars)

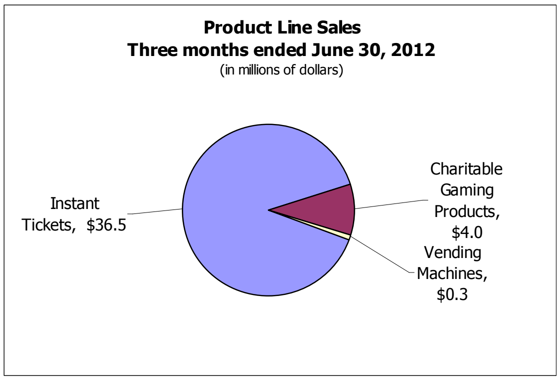
	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Net Income	$1.0	$1.8	$1.8	$2.7
Adjustments:				
Amortization and depreciation	1.8	2.2	3.8	4.3
Interest	0.8	1.2	1.7	2.4
Unrealized foreign exchange loss	0.6	1.6	0.3	1.2
Income taxes	1.0	0.9	1.0	0.9
Adjusted EBITDA	$5.2	$7.7	$8.6	$11.5
Gain on sale of property, plant and equipment	-	1.5	-	1.5
Realized foreign exchange gain	0.1	1.5	-	1.9
Adjusted EBITDA excluding gain on sale of property, plant and equipment and realized foreign exchange gain	$5.1	$4.7	$8.6	$8.1

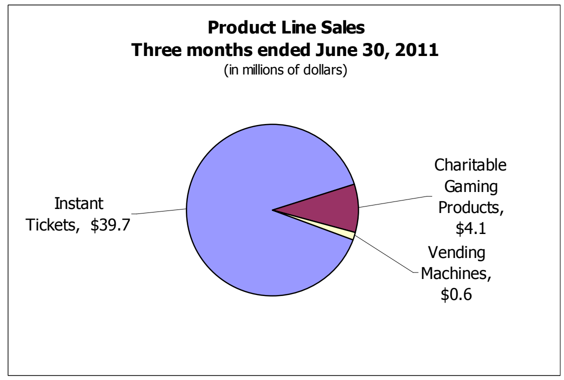
REVIEW OF OPERATIONS

Financial and operating information has been derived from, and should be read in conjunction with, the consolidated financial statements of Pollard and the selected financial information disclosed in this MD&A.

ANALYSIS OF RESULTS FOR THE THREE MONTHS ENDED JUNE 30, 2012

Sales

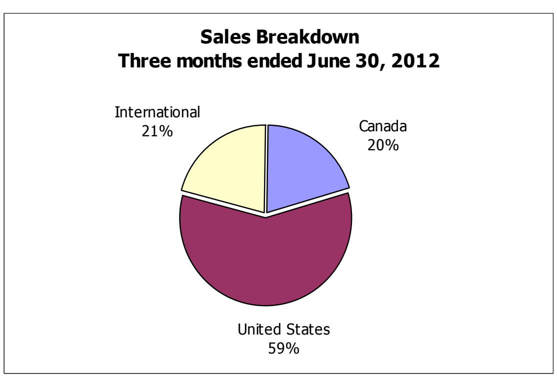


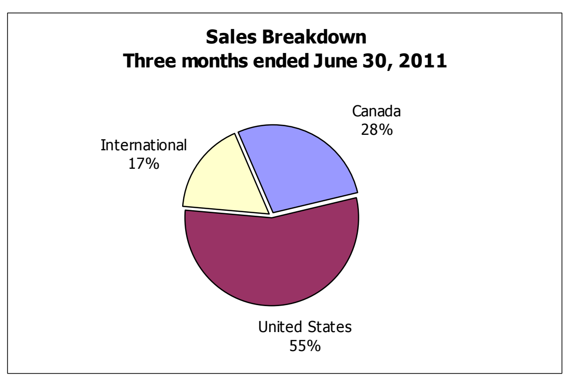


During the three months ended June 30, 2012, Pollard achieved sales of $40.8 million, compared to $44.4 million in the three months ended June 30, 2011. Factors impacting the $3.6 million sales decrease were:

Changes in foreign exchange rates

During the three months ended June 30, 2012, Pollard generated approximately 70% of its revenue in U.S. dollars including a significant portion of international sales which are priced in U.S. dollars. During the second quarter of 2012 the actual U.S. dollar value was converted to Canadian dollars at $1.006, compared to a rate of $0.973 during the second quarter of 2011. This 3.4% increase in the U.S. dollar value resulted in an approximate increase of $1.0 million in revenue relative to the second quarter of 2011. Also during the second quarter of 2012, the Canadian dollar strengthened against the Euro resulting in an approximate decrease of $0.2 million in revenue relative to the second quarter of 2011.





Other

Instant ticket volumes for the second quarter of 2012 were lower than the second quarter of 2011 by 1.7% which, combined with a reduction in our ancillary instant ticket products and services, decreased sales by $3.3 million. In addition, a decrease in average selling price compared to 2011 decreased sales by $0.6 million. Charitable Gaming volume decreased slightly during the quarter reducing sales by $0.3 million when compared to 2011, in addition machine volumes in the quarter decreased which reduced sales by $0.2 million when compared to 2011.

Cost of sales and gross margin

Cost of sales was $32.3 million in the second quarter of 2012 compared to $36.7 million in the second quarter of 2011. Cost of sales were lower in the quarter relative to 2011 as a result of the costs savings generated by our Change Initiative process and decreased instant ticket volumes, partially offset by higher exchange rates on U.S. dollar transactions in the second quarter of 2012 which increased cost of sales by approximately $0.2 million.

Gross profit was $8.5 million (20.8% of sales) in the second quarter of 2012 compared to $7.7 million (17.3% of sales) in the second quarter of 2011. This increase is due mainly to the impact of costs savings generated by our Change Initiative process, partially offset by reduced instant ticket volumes and average selling price.

Administration expenses

Administration expenses were $3.4 million in the second quarter of 2012 which is similar to $3.4 million in the second quarter of 2011.

Selling expenses

Selling expenses were $1.6 million in the second quarter of 2012 which is similar to $1.6 million in the second quarter of 2011.

Finance costs and income

Under IFRS included in the income statement classification "finance costs" are interest, amortization of deferred financing costs, foreign exchange losses and amortization of de-designated hedges. Included in the income statement classification "finance income" are foreign exchange gains.

Interest expense

Interest expense decreased to $0.8 million in the second quarter of 2012 from $1.2 million in the second quarter of 2011 due primarily to the elimination of higher interest rates relating to certain interest rate swaps which expired on August 31, 2011 and the reduced amount of long-term debt.

Foreign exchange loss

The net foreign exchange loss was $0.5 million in the second quarter of 2012 compared to a net loss of $0.1 million in the second quarter of 2011. Within the 2012 foreign exchange loss is an unrealized foreign exchange loss of $0.6 million, relating to a $0.4 million unrealized foreign exchange loss on U.S. dollar denominated debt and a $0.2 million unrealized loss on U.S. dollar denominated payables. The realized gain of $0.1 million is comprised of realized gains on the increase value of U.S. dollar denominated receivables.

Within the 2011 foreign exchange loss are unrealized losses of $1.6 million, relating to a $1.7 million unrealized foreign exchange loss on U.S. dollar denominated debt (caused by the reversal of previously recorded unrealized foreign exchange gains from the strengthening of the Canadian dollar which were realized upon repayment) and a $0.1 million unrealized gain on U.S. dollar denominated payables. Within the realized gain of $1.5 million was a $1.6 million realized gain relating to payments made on U.S. dollar denominated debt, partially offset by $0.1 million in realized losses on the decreased value of U.S. dollar denominated receivables.

Gain on sale of property, plant and equipment

During the quarter ended June 30, 2011, Pollard sold a building and land in Winnipeg, Manitoba to an affiliate of Equities for total proceeds of $3.5 million resulting in a gain of $1.5 million. The selling price was based on the current fair market value as determined through an independent appraisal.

Adjusted EBITDA

Adjusted EBITDA was $5.2 million in the second quarter of 2012 compared to $7.7 million in the second quarter of 2011. The primary reasons for the decrease in Adjusted EBITDA of $2.5 million were the absence of a gain on sale of property, plant and equipment of $1.5 million and lower realized foreign exchange gains (primarily relating to the repayment of U.S. dollar dominated debt in 2011) of $1.4 million, partially offset by an increase in gross margin $0.8 million.

Adjusted EBITDA excluding the gain on sale of property, plant and equipment and realized foreign exchange gains was $5.1 million in the second quarter of 2012, compared to $4.7 million in the second quarter of 2011.

Income taxes

Income tax expense was $1.1 million in the second quarter of 2012, an effective rate of 49.4%, as a result of permanent differences relating to the translation of the company's U.S. subsidiaries and differences relating to the foreign exchange impact of Canadian dollar dominated debt in the U.S. subsidiaries.

Income tax expense was $0.9 million in the second quarter of 2011, an effective rate of 33.3%, as a result of permanent differences relating to the translation of the company's U.S. subsidiaries and differences relating to the foreign exchange impact of Canadian dollar dominated debt in the U.S. subsidiaries.

Amortization

Amortization includes amortization of property and equipment, deferred financing costs and intangible assets and totaled $1.8 million during the second quarter of 2012 as compared to $2.2 million during the second quarter of 2011, due primarily to lower amortization of intangible assets and property, plant and equipment.

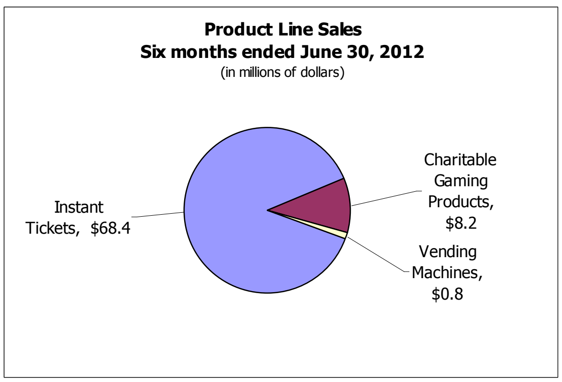
Net Income

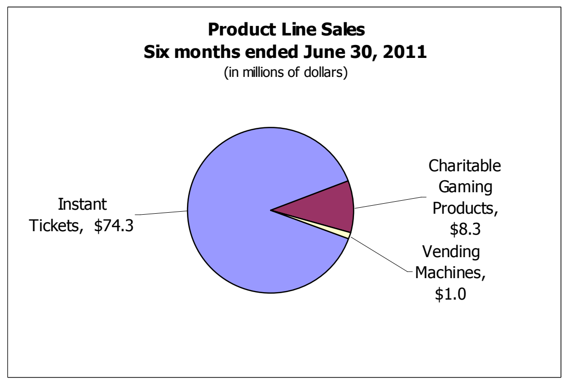
Net Income was $1.0 million in the second quarter of 2012 compared to $1.8 million in the second quarter of 2011. The primary reasons for the decrease were the absence of the $1.5 million gain on sale of property, plant and equipment, an increase in foreign exchange loss of $0.4 million and an increase in income tax expense of $0.2 million, partially offset by an increase in gross profit of $0.8 million and a decrease in interest expense of $0.4 million.

Net income per share decreased to $0.04 per share in the second quarter of 2012 from $0.08 in the second quarter of 2011.

ANALYSIS OF RESULTS FOR THE SIX MONTHS ENDED JUNE 30, 2012

Sales

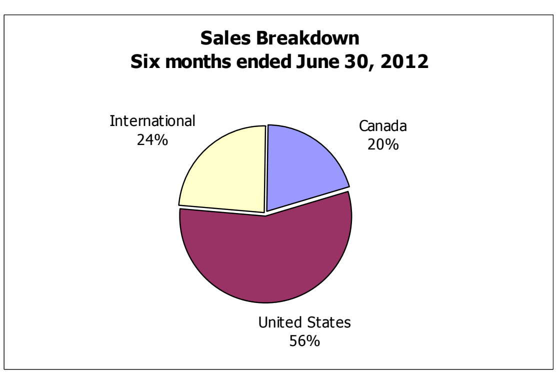


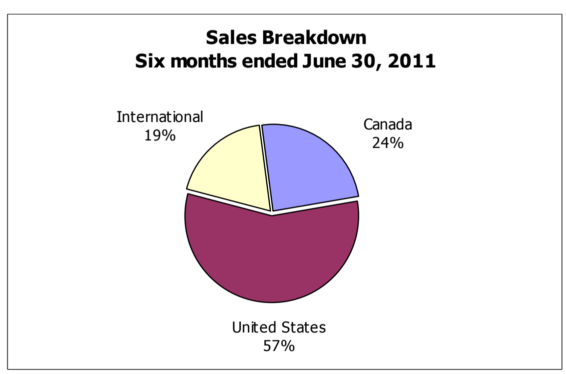


During the six months ended June 30, 2012 Pollard achieved sales of $77.4 million, compared to $83.6 million in the six months ended June 30, 2011. Factors impacting the $6.2 million sales decrease were:

Changes in foreign exchange rates

During the six months ended June 30, 2012, Pollard generated approximately 70% of its revenue in U.S. dollars including a significant portion of international sales which are priced in U.S. dollars. During the first six months of 2012 the actual U.S. dollar value was converted to Canadian dollars at $1.007, compared to a rate of $0.985 during the first six months of 2011. This 2.2% increase in the U.S. dollar value resulted in an approximate increase of $1.1 million in revenue relative to the first six months of 2011. In addition, during the six months ended June 30, 2012, the strengthening of the Canadian dollar against the Euro resulted in an approximate decrease of $0.2 million in revenue relative to the first six months of 2011.





Other

Instant ticket volumes for the first six months of 2012 were lower by 3.5% than the first six months of 2011 which, combined with a reduction in our ancillary instant ticket products and services, decreased sales by $5.3 million. A decrease in the average selling price of instant tickets reduced sales by $1.4 million compared to the first half of 2011. Charitable Gaming Products volumes were slightly lower than the first six months of 2011 reducing revenues by $0.3 million, which was partially offset by an increase in their average selling price which increased sales by $0.1 million when compared to the first six months of 2011. A decrease in machine volumes in the first half of 2012 decreased sales by $0.3 million when compared to 2011.

Cost of sales and gross margin

Cost of sales was $62.3 million in the six months ended June 30, 2012, compared to $69.8 million in the first six months of 2011. Cost of sales were lower in the first half of 2012 relative to 2011 as a result of the costs savings generated by our Change Initiative process and decreased instant ticket volumes, partially offset by higher exchange rates on U.S. dollar transactions in the second quarter of 2012 which increased cost of sales by approximately $0.5 million.

Gross profit increased to $15.1 million (19.5% of sales) in the first six months of 2012 from $13.8 million (16.5% of sales) in the six months ended June 30, 2011. This increase is due mainly to the costs savings generated by our Change Initiative process, partially offset by reduced instant ticket volumes and average selling price.

Administration expenses

Administration expenses were $6.8 million in the first six months of 2012 which is similar to $6.7 million in the first six months of 2011.

Selling expenses

Selling expenses were $3.1 million in the first six months of 2012 which is similar to $3.1 million in the first six months of 2011.

Finance costs and income

Under IFRS included in the income statement classification "finance costs" are interest, amortization of deferred financing costs, foreign exchange losses and amortization of de-designated hedges. Included in the income statement classification "finance income" are foreign exchange gains.

Interest expense

Interest expense decreased to $1.7 million in the first six months of 2012 from $2.4 million in the first six months of 2011 due primarily to the elimination of higher interest rates relating to certain interest rate swaps which expired on August 31, 2011 and the reduced amount of long-term debt.

Foreign exchange gain/loss

The net foreign exchange loss was $0.3 million in the first six months of 2012 compared to a net gain of $0.7 million in the first half of 2011. The 2012 foreign exchange loss is comprised of unrealized losses, relating to a $0.2 million unrealized foreign exchange loss on U.S. dollar denominated debt and a $0.1 million unrealized loss on U.S. dollar denominated payables.

Within the 2011 net foreign exchange gain are unrealized losses of $1.2 million, relating to a $1.4 million unrealized foreign exchange loss on U.S. dollar denominated debt (caused by the reversal of previously recorded unrealized foreign exchange gains from the strengthening of the Canadian dollar which were realized upon repayment) and a $0.2 million unrealized gain on U.S. dollar denominated payables. Within the realized gain of $1.9 million is a $2.3 million realized gain relating to payments made on U.S. dollar denominated debt, partially offset by $0.4 million in realized losses on the decreased value of U.S. dollar denominated receivables and the conversion of U.S. dollars and Euros into Canadian dollars.

Gain on sale of property, plant and equipment

During the first six months of 2011, Pollard sold a building and land in Winnipeg, Manitoba to an affiliate of Equities for total proceeds of $3.5 million resulting in a gain of $1.5 million. The selling price was based on the current fair market value as determined through an independent appraisal.

Adjusted EBITDA

Adjusted EBITDA was $8.6 million in the first six months of 2012 compared to $11.5 million in the first six months of 2011. The primary reasons for the decrease in Adjusted EBITDA of $2.9 million were the absence of a gain on sale of property, plant and equipment of $1.5 million and lower realized foreign exchange gains (primarily relating to the repayment of U.S. dollar dominated debt in 2011) of $1.9 million, partially offset by an increase in gross margin (net of amortization and depreciation) of $0.8 million.

Adjusted EBITDA excluding the gain on sale of property, plant and equipment and realized foreign exchange gains was $8.6 million in the first six months of 2012, compared to $8.1 million in the first six months of 2011.

Income taxes

Income tax expense was $1.0 million in the first six months of 2012, an effective rate of 35.0%, primarily as a result of permanent differences relating to the translation of the company's U.S. subsidiaries and differences relating to the foreign exchange impact of Canadian dollar dominated debt in the U.S. subsidiaries.

Income tax expense was $0.9 million in the first six months of 2011, an effective rate of 24.4%, primarily as a result of permanent differences relating to the translation of the company's U.S. subsidiaries and differences relating to the foreign exchange impact of Canadian dollar dominated debt in the U.S. subsidiaries.

Amortization

Amortization includes amortization of property and equipment, deferred financing costs and intangible assets and totaled $3.8 million during the first six months of 2012 compared to $4.3 million during the first six months of 2011, due primarily to lower amortization of intangible assets and property, plant and equipment.

Net Income

Net Income was $1.8 million in the first six months of 2012 compared to $2.7 million in the first six months of 2011. The primary reasons for the decrease were the absence of the $1.5 million gain on sale of property, plant and equipment, an increase in foreign exchange loss of $1.0 million, the loss on the Chinese investment of $0.1 million and the increase in income tax expense of $0.1 million, partially offset by an increase in gross profit of $1.3 million and a decrease in interest expenses of $0.7 million.

Net income per share decreased to $0.08 per share in the six months ending June 30, 2012, from $0.11 in the first half of 2011.

Liquidity and Capital Resources

Cash provided by operating activities

For the six months ended June 30, 2012, cash flow provided by operating activities was $1.5 million compared to cash flow provided by operating activities of $1.9 million for the comparable period in Fiscal 2011. Changes in the non-cash component of working capital decreased cash flow from operations of $4.0 million for the six months ended June 30, 2012 (due primarily to increases in inventories and prepaids, partially offset by a decrease in accounts receivable), compared to a decrease of $4.3 million for the six months ended June 30, 2011 (due primarily to increases in accounts receivable and inventories, partially offset by an increase in accounts payable and accrued liabilities).

Cash provided by investing activities

In the six months ended June 30, 2012, cash used by investing activities was $3.1 million compared to cash provided of $1.7 million in the first half of 2011. Capital expenditures of $2.4 million were incurred in the six months ended June 30, 2012, compared to $1.7 million for the six months ended June 30, 2011. Proceeds from the sale of property, plant and equipment were nil in the six months ended June 30, 2012, as compared to $3.5 in the comparable period of 2011. In addition, Pollard's investment in associate in the first half of 2012 was $0.4 million.

Cash provided by financing activities

Cash provided by financing activities was $1.0 million in the six months ended June 30, 2012, compared to cash used of $3.2 million in the six months ended June 30, 2011. During the first half of 2012 proceeds from long-term debt of $2.6 million were partially offset by dividends paid of $1.4 million and an increase in deferred financing of $0.2. During the half of 2011 cash used was comprised of repayments on long-term debt of $1.8 million and dividends paid of $1.4. Proceeds from long-term debt were used to finance increased investment in working capital and capital additions.

As at June 30, 2012, Pollard had unused committed debt facility of $13.9 million. This amount is available to be used for future working capital requirements, contractual obligations, capital expenditures and dividends.

Quarterly Information
(unaudited)
(millions of dollars)

	Q2 2012	Q1 2012	Q4 2011	Q3 2011	Q2 2011	Q1 2011	Q4 2010	Q3 2010	Q2 2010	Q1 2010
Sales	$40.8	$36.6	$44.6	$43.8	$44.4	$39.2	$37.3	$41.7	$43.2	$41.2
Adjusted EBITDA	5.2	3.4	5.2	5.9	7.7	3.8	4.1	4.6	5.8	3.7
Net Income (Loss)	1.0	0.8	1.7	(1.2)	1.7	0.9	(0.7)	1.5	(0.7)	1.7

Sales in Q1 and Q2 2012 were lower primarily due to decreases in volumes and in average selling prices.

Sales in the final three quarters of 2011 were higher do to an increase in instant ticket volumes, offset partially by the strengthening of the Canadian dollar relative to the U.S. dollar.

Q2 2011 Adjusted EBITDA and Net Income include a gain on sale of property, plant and equipment of $1.5 million and a realized foreign exchange gain of $2.3 million on the repayment of U.S. dollar dominated debt.

Sales in Q1 2011 were lower primarily due to the strengthening of the Canadian dollar relative to the U.S. dollar and a decrease in average selling prices.

Q2 2010 Adjusted EBITDA and Net Loss include a gain on sale of property, plant and equipment of $2.0 million.

Productive Capacity

Management has defined productive capacity as the level of operations necessary to maintain a minimum Adjusted EBITDA of $20.0 million and the current cash flow target of $13.4 million on an annualized basis. Due to varying factors implicit in the nature of the lottery industry and the instant ticket market, productive capacity can best be measured through a financial output such as Adjusted EBITDA and cash flow. A number of factors impact the level of Adjusted EBITDA including physical plant capacity, machine capacity, nature of product and service offerings produced and mix of customers. Changes to productive capacity since August 5, 2005, have occurred primarily through expenditures on fixed assets and improved processes and other internal improvement measures, offset by the impacts of changes in foreign exchange relationships, primarily the strengthening of the Canadian dollar relative to the U.S. dollar and the Euro, and the closure of the Kamloops facility in February 2010. There have been no acquisitions since August 5, 2005, and therefore no increases in productive capacity from acquisitions.

Pollard's strategy with respect to productive capacity is to expend the required funds and resources to maintain the assets required to generate the targeted cash flow. In addition, dependent on certain market conditions and limitations on available funds, projects are incurred to increase cash inflow or decrease cash outflow. The nature of the lottery industry does not in itself lead to significant obsolescence risk with the operating assets. To grow productive capacity, ongoing investment in new technology, new fixed assets and new intangible assets is required. Pollard utilizes a number of individual strategies to maintain and grow productive capacity including a capital expenditure budget and a rigorous formal approval process, flexible individual customer management relationships and structured maintenance programs throughout all of the facilities.

An important component to managing and growing productive capacity is the management of certain intangible assets, including customer contracts and relationships, patents, computer software and goodwill. Certain of these assets are reflected in Pollard's financial statements due to the use of continuity of interest method of accounting during the transfer of the business August 5, 2005.

Management focuses on maintaining and growing the value of the customer relationship through winning contract renewals, pursuing and obtaining new contracts and assisting existing customers growing their instant ticket product lines. Regular commitment to research and development allows continual development of patents, software and additional technological assets that maintain and increase operating income and cash flow. Detailed cost benefit analysis is performed for any significant investment of funds or resources in order to minimize the associated risks that these assets will not be able to generate the expected level of cash flow. Where new opportunities are identified, such as a new marketing opportunity or a new machine or process able to reduce input costs, consideration is given to revise plans and take advantage of these prospects.

Certain risks are associated with projects aimed at increasing the productive capacity, including increases in working capital, acquisition or development of intellectual property, development of additional products or services and purchases of fixed assets. If these investments fail to increase Adjusted EBITDA and cash flow, then productive capacity will ultimately decrease over time due to the consumption of these investment resources. The impact on productive capacity may also depend upon the completion and start up timing of certain investment projects.

Working Capital

Net non-cash working capital varies throughout the year based on the timing of individual sales transactions. The nature of the lottery industry is few individual customers who generally order large dollar value transactions. As such, the change in timing of a few individual orders can impact significantly the amount required to be invested in inventory or receivables at a particular period end. The high value, low volume of transactions results in some significant volatility in non-cash working capital, particularly during a period of rising volumes. Similarly, the timing of the completion of the sales cycle through collection can significantly impact non-cash working capital.

Instant tickets are produced specifically for individual clients resulting in a limited investment in finished goods inventory. Customers are predominantly government agencies, which result in regular payments. These factors assist in a reasonably quick turnover in net working capital. There are a limited number of individual customers, and therefore net investment in working capital is managed on an individual customer by customer basis, without the need for company wide benchmarks.

The overall impact of seasonality does not have a material impact on the carrying amounts in working capital, although production volumes are historically lower in the first quarter relative to the rest of the year.

Investment in non-cash working capital increased in the first half of Fiscal 2012 due to an increase in inventories of $3.6 million as a result of a significant increase in production volumes in the second quarter.

	June 30, 2012	December 31, 2011
Working Capital	$26.7	$23.2
Total Assets	$123.8	$121.6
Total Non-Current Liabilities	$79.3	$77.2

Credit Facility

Pollard's credit facility, which was renewed effective June 29, 2012, consists of one committed term bank loan facility. The committed term bank loan facility provides loans of up to $70.0 million for its Canadian operations and up to US$19.2 million for its U.S. subsidiaries. Borrowings under the credit facility bear interest at fixed and floating rates based on Canadian and U.S. prime bank rates, banker's acceptances or LIBOR. At June 30, 2012, the outstanding letters of guarantee were $3.2 million and the remaining balance available for drawdown was $13.9 million.

Under the terms and conditions of the credit facility agreement Pollard is required to maintain certain financial covenants including working capital ratios, debt to income before interest, income taxes, amortization and depreciation ("Adjusted EBITDA") ratios and certain debt service coverage ratios. As at June 30, 2012 and August 9, 2012, Pollard is in compliance with all covenants.

Under the terms of the credit facility the amount of the facility will be reduced on a quarterly 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. For the quarters ending June 30, 2012, through to and including December 31, 2012, Excess Cash Flow can be reduced up to an aggregate of $2.0 million of actual costs related to a specific capital expenditure. The reduction in the available facility is not required when the debt to Adjusted EBITDA ratio reaches certain target levels. For the quarter ending June 30, 2012, the credit facility will be reduced by approximately $1.6 million as of August 29, 2012. As of June 30, 2012, Pollard has unused credit facility available of $13.9 million (December 31, 2011 - $17.7 million).

Pollard's credit facility is secured by a first security interest in all of the present and after acquired property of Pollard and its operating subsidiaries. The credit facility can be prepaid without penalties. Under the terms of the agreement effective June 29, 2012, the credit facility is committed for a one year period, renewable June 30, 2013 ("Facility Expiry Date"). If the credit facility is not renewed, the loans are repayable one year after the Facility Expiry Date. As such, the credit facility has effectively a two year term expiring June 30, 2014.

Pollard believes that its credit facility and ongoing cash flow from operations will be sufficient to allow it to meet ongoing requirements for investment in capital expenditures, working capital and dividends at existing business levels.

Outstanding Share Data

As at June 30, 2012 and August 9, 2012, outstanding share data was as follows:

Common shares	23,543,158

Contractual Obligations

There have been no material changes to Pollard's contractual obligations since December 31, 2011, that are outside the normal course of business.

Off-Balance Sheet Arrangements

There have been no material changes to Pollard's off-balance sheet arrangements since December 31, 2011, that are outside the normal course of business.

Financial Instruments

The financial instruments of Pollard remain substantially unchanged from those identified in the MD&A for Pollard for the year ended December 31, 2011.

Critical Accounting Policies and Estimates

The preparation of the financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management of Pollard regularly reviews its estimates and assumptions based on historical experience and various other assumptions that it believes would result in reasonable estimates given the circumstances. Actual results could differ from those estimates under different assumptions. The following is a discussion of accounting policies which require significant management judgment and estimation.

Impairment of goodwill

Goodwill represents the excess of the purchase price over the fair value of the net assets acquired of Pollard's U.S. subsidiaries and the excess purchase price over the underlying carrying amount of the portion of the net assets sold as at August 5, 2005, as part of the 26.7% of Pollard sold in conjunction with the IPO, and is not amortized. Goodwill is subject to an annual impairment review. This requires an estimation of the "value in use" or "fair value less costs to sell" of the cash-generating units ("CGUs") to which goodwill is allocated. Estimating a value in use requires Pollard to make an estimate of the expected future cash flows from the CGUs and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Employee future benefits

Accounting for defined benefit plans requires Pollard to use actuarial assumptions. These assumptions include the discount rate, expected rate of return on plan assets and the rate of compensation increases. These assumptions depend on underlying factors such as economic conditions, government regulations, investment performance, employee demographics and mortality rates.

Income taxes

Pollard is required to evaluate the recoverability of deferred income tax assets. This requires an estimate of Pollard's ability to utilize the underlying future income tax deductions against future taxable income before they expire. In order to evaluate the recoverability of these deferred income tax assets, Pollard must estimate future taxable income.

Related Party Transactions

Pollard has not entered into any significant transactions with related parties during the six months ended June 30, 2012, which are not disclosed in the unaudited condensed consolidated interim financial statements.

Industry Risks and Uncertainties

The risk factors affecting Pollard remain substantially unchanged from those identified in the MD&A for Pollard for the year ended December 31, 2011.

Outlook

The market for instant tickets is growing strongly and we expect this trend to continue. Lotteries are aggressively expanding their sales in support of generating higher surpluses for their good causes and, in particular, instant tickets are seen as a critical component in growing their businesses. The market is growing both in North America as well as in many jurisdictions throughout the world including countries such as China.

Our sales volume for the second quarter was significantly higher than the first quarter and we expect our volumes for the rest of 2012 to be similar to those achieved in the second quarter. During the quarter the New Jersey Lottery extended our contract until the end of 2013. We have no other material contracts coming due in 2012 (when extensions are considered).

One facet of the lottery growth story has been the introduction of new products associated with the traditional instant ticket, particularly around internet and social media related applications. While still very much in its infancy, we have been encouraged by the reception that many of our new, innovative product offerings have received throughout the industry and look forward to expand these areas. Recent sales of internet apps supporting our instant tickets is one example of the type of opportunity that we see developing in the lottery industry in the immediate and longer term future and we see these methods of attracting and involving more people in the lottery world growing significantly.

In addition, a number of lottery jurisdictions are currently exploring different structures to deliver lottery operations to their citizens including increased opportunities for private sector involvement. We will continue to monitor these developments and will be actively participating in opportunities as they present themselves.

We are continuing to bid strategically on contracts and work that is available for bid, focusing on increasing our market share but at the same time, ensuring new work is only obtained at economically reasonable terms.

Our charitable gaming business (pull-tabs and bingo paper) remains relatively stable despite challenges from alternative gaming products and reduced participation at charitable gaming venues due to legislation restricting smoking in public settings. Our business will continue to selectively identify market share opportunities while focusing on improved operational efficiency.

Our significantly improved gross margin attained in the second quarter is partially reflective of the achievements made in our Change Initiative process, which has been focusing on our key success factors and has resulted in noticeable enhancements in labour efficiency, reduced waste and higher productivity. We will maintain our commitment to our various plans during the remainder of 2012 and beyond and believe we will continue to reap the benefits through lower per unit costs and improved gross margin.

Our joint venture in China remains on track to initiate our first installed instant ticket distribution and validation system in the third quarter. While not currently material to our operations the opportunity to obtain a foothold in the burgeoning Chinese lottery market is an important aspect of our growth strategy.

During the second quarter the value of the Canadian dollar relative to the U.S. dollar weakened about 4% after remaining fairly steady during the first quarter of 2012. The nature of our operations results in ongoing exposure to foreign exchange risk as a substantial amount of our revenue continues to be generated in U.S. dollars. In addition we do have some exposure to the Euro due to a number of European lotteries in our client roster. We expect these exposures to continue and have a number of risk management policies and tools available to help mitigate these risks, key among these is sourcing a significant amount of our cost inputs in U.S. dollars.

We are anticipating capital expenditures during the remainder of 2012 slightly higher than experienced over the last two years. Projects underway include ongoing press capacity expansion in addition to system process improvements.

During the quarter we renewed our bank facility for one year, effective June 29, 2012. The renewal relaxes several of the financial covenants and effectively maintains a 24 month term for the outstanding amounts from the renewal date.

Pollard Banknote believes that its credit facilities and ongoing cash flow from operations will be sufficient to allow it to meet ongoing requirements for investment in capital expenditures, working capital and dividends at existing business levels.

Disclosure Controls and Procedures

Under Multilateral Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") for the interim period regarding the design of the disclosure controls and procedures. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the design of the disclosure controls and procedures as defined in Multilateral Instrument 52-109 will provide reasonable assurance of achieving the disclosure objectives.

Internal Controls over Financial Reporting

Under Multilateral Instrument 52-109, "Certification of Disclosure in Issuers' Annual and Interim Filings," issuers are required to document the conclusions of the Certifying Officers regarding the design of the internal controls over financial reporting. Pollard's management, with the participation of the Certifying Officers of Pollard, has concluded that the design of the internal controls over financial reporting as defined in Multilateral Instrument 52-109 will provide reasonable assurance of achieving the financial reporting objectives.

No changes were made in Pollard's internal control over financial reporting during the three and six months ended June 30, 2012, that have materially affected, or are reasonably likely to materially affect, Pollard's internal control over financial reporting.

Additional Information

Shares of Pollard Banknote Limited are traded on the Toronto Stock Exchange under the symbol PBL.

Additional information relating to Pollard, including the Audited Consolidated Financial Statements and the Annual Information Form of Pollard for the year ended December 31, 2011, is available on SEDAR at www.sedar.com.

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