

Business Plan and Consulting Services

SP-15-0097

Date: July 17th, 2015

About

Camelot Global

Camelot Global is a leading advisor and lottery solutions provider to lotteries around the world.

Camelot Global, part of the Camelot Group of companies 'Camelot', is owned by the Ontario Teachers' Pension Plan, Canada's largest single-profession pension plan with over \$150 billion (CAD) in net assets.

As an operator and a professional services company, Camelot believes it is uniquely positioned to support the Arkansas State Lottery with their 5 year business planning process. This is down to our ability to use our operator understanding with our lottery industry knowledge, to provide a proven and pioneering plan for sustainable growth. Our team of experts come from both marketing and retail backgrounds and combine operational responsibilities in market with consulting experience from over 20 lotteries from around the world.

The approach applied by Camelot is similar to that of a consumer goods company in putting the consumer (or player) at the heart of the strategy. Growing net revenue requires changes in player participation levels, changes in marketing proposition and changes in retail strategy. The sales & marketing plan that will underpin the 5 year business plan will require in-depth research, subject matter expertise in strategy identification and then operator know-how in defining actionable activities for the lottery.

In this RFQ response Camelot Global has detailed a 5 phase approach to the business planning and implementation requirements defined. The approach reflects the experience Camelot Global has gained from performing similar engagements in the UK and across North America. The team that is recommended as part of the RFQ response have extensive experience in delivering business plans and importantly the delivery of sustainable net revenue growth.

Camelot Global's proposed team has extensive experience in insight (research), game development, marketing/brand transformation and retail strategy/planning/execution. Richard Bateson will be the Executive Director – and has led similar business planning exercises in New York, Texas and the UK. Sam De Phillippo is a former Lottery Director of the Massachusetts State Lottery and has 20 years of consulting and advisory experience across the US. Duncan Malyon joins the team as a Senior Advisor to the project – and as the newly appointed Senior Vice President (SVP) for North America Duncan will bring with him over 6 years of direct retail lottery experience and over 30 years of consumer goods experience in retail.

The day-to-day project will be led by John Skrimshire, as Project Manager. John has 14 years' worth of experience in the lottery industry and over 20 years in retail. John led the first engagement of work for the Bureau of Legislative Research to conduct a comprehensive review of the Arkansas Scholarship Lottery. Finally, Matt Osgood joins the team as VP Marketing & Brand, an experienced professional who has worked with California on their business transformation programme and has advised on game development and marketing strategy across Europe and North America.

Along with the dedicated project team and advisory set, the Camelot Global Network will be available to both the project team and the OAL (Office of the Lottery) and ASL (Arkansas State lottery). The Camelot Global Network is over 800 professionals that work within the Camelot Group of companies and have in-depth knowledge of European and North American markets – and importantly understand the pitfalls and challenges that a lottery operator faces on a day-to-day basis. In previous engagements it is this experience, coupled with our consumer goods expertise that has been advantageous to lotteries in creating actionable, achievable and sustainable net revenue growth.

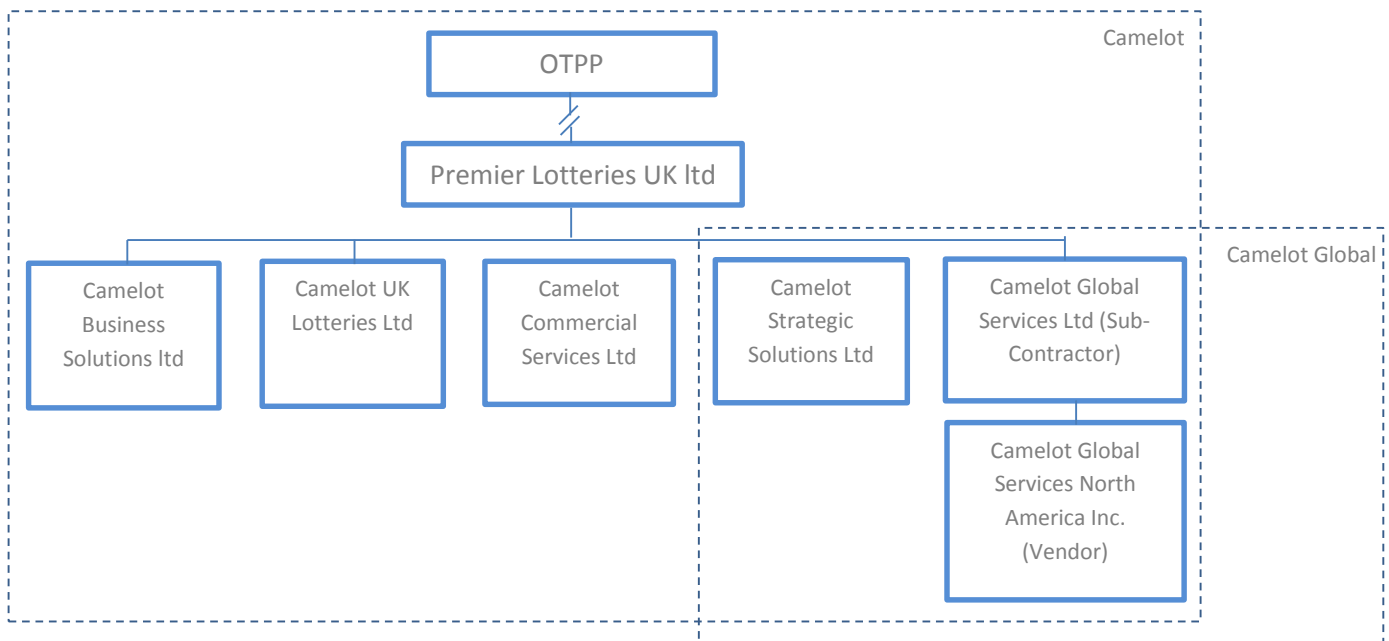
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E.1 Business Organization

E.1.1 - Full name and address of vendors organization and, if applicable, any branch office or other subordinate element that will perform or assist in the performance of the work hereunder

The Camelot Group of companies (“Camelot”) has an excellent track record of managing and providing services to lotteries. Under the ownership of Premier Lotteries UK (PLUK), a portfolio company of OTPP, Camelot includes Camelot UK Lotteries Limited, the single-purpose vehicle which operates the UK National Lottery under a license granted by the UK Government-appointed Gambling Commission. It also includes Camelot Global Services Limited (CGSL), Camelot’s international lottery services division which is well established in providing services to Lotteries in the North American market and internationally since 2009.



Camelot Global Services Limited (CGSL) – Sub-Contractor

CGSL draws upon its long standing UK management and operations expertise to provide operation, consultancy and management services to Lotteries worldwide – previous and current customers include the California State Lottery, the Interprovincial Lottery



Corporation of Canada, the Atlantic Lottery Corporation, the Kentucky Lottery Corporation, the New York State Lottery, the Massachusetts State Lottery and the Irish National Lottery.

Utilizing its global lottery experience alongside that of operating the UK National Lottery, Camelot treats lotteries as a consumer goods business that competes for the discretionary spend of consumers in the same channels – in store and online – as other consumer goods categories. This means Camelot harnesses every form of technology, innovation, and efficiency to enhance sales, drive profitability, expand the retailer base and appeal to more customers. As a result, our approach means more returns to government than any other in the world. Camelot Global uses and exports this experience to lotteries around the world, offering a range of products and services that help lotteries achieve the highest standards of operational excellence, drive innovation, and deliver sustained growth in net revenues for the long term.

For the delivery of the requirements set out in the RFQ and resulting contract, CGSL will be a sub-contractor to its North American Subsidiary – CGSNA.

Camelot Global Services North America Inc. (CGSNA) – Vendor

CGSNA (“Camelot Global”) is CGSL’s North American registered subsidiary.

CGSNA will be the contracting entity (Vendor) of any contract resulting from this RFQ. Delivery of the contract will be split between CGSNA and its sub-contractor CGSL. This sub-contracting arrangement allows access to Camelot Global’s UK and global expertise and its associates through a registered North American company qualified to do business in the state of Arkansas.

E.1.2 - Describe whether the firm operates as an individual, partnership, corporation, joint venture, or other specified form of business organization as well as any information required by 3.9.A through 3.9.G

[Redacted text block]

[Redacted]	[Redacted]
[Redacted]	[Redacted]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

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[REDACTED]	[REDACTED]
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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

E.2 Financial Viability

E.2.A - Provide information demonstrating the Vendors financial viability, integrity and stability, including, but not limited to, annual reports and client lists for the past three (3) years.

Audited Financial Statements and Client Lists for the past three years for Camelot Global Services North America Inc. (Vendor) and Camelot Global Services Limited (sub-contractor) are contained within Appendix 1 – Annual Reports and Client list for the past 3 years

Overview of corporate structure, ownership control and financial viability

CGSNA (Vendor) is a subsidiary of CGSL (sub-contractor) which provides consultancy and private management services to lotteries worldwide. CGSL is part of the Camelot Group of companies¹, whose ultimate shareholder is the Ontario Teachers' Pension Plan ("OTPP"). OTPP is the largest single-profession pension plan in Canada with CAD \$150billion in net assets as of 31 December, 2014

Please refer to E1.1 for a summary of Camelot's corporate structure.

The financial viability of CGSL (and therefore CGSNA) is assured by the support provided by its parent undertaking, Premier Lotteries UK Limited ("PLUK"). As highlighted in the Directors' Report in the statutory accounts (provided in Appendix 1).

Integrity and stability

Camelot has a strong track record of integrity and stability. We would highlight the following key points to illustrate this track record:

- Camelot has operated the UK National Lottery since 1994, in a highly-regulated environment, with an unblemished record of integrity
- As noted elsewhere in the document, Camelot Global has worked with a range of major state lotteries who have provided strong references for Camelot Global's work. These references can be found in Appendix 2
- Camelot was awarded the World Lottery Association Responsible Gaming Award in 2012, illustrating its industry leadership in responsible play
- Camelot Global has an established and stable management team. As noted in the resumes provided in Appendix 3, the Camelot team assigned to this engagement have 80+ years of combined lottery industry experience

¹ The Camelot Group of companies is comprised of Premier Lotteries UK Limited ('PLUK'), Camelot UK Lotteries Limited ('Camelot'), Camelot Business Solutions Limited ('CBSL'), Camelot Global Services Limited ('CGSL'), Camelot Commercial Services Limited ('CCSL') and Camelot Strategic Solutions Limited ('CSSL').

E.2.B – Provide the most recent financial statement, the most recent audit report of the vendors operations, and a disclosure of the Vendors internal financial controls and procedures for financial reporting as required in 3.9.M

Audited Financial Statements and Client Lists for the past three years for CGSNA (Vendor) and CGSL (sub-contractor) can be found within Appendix 1 – Annual Reports and Client list for the past 3 years.

Camelot complies with IFRS accounting standards as detailed within the Audited financial statements provided in Appendix 1. Camelot has a strong internal financial control framework supported by a central internal audit function, an audit committee and the presence of Non-executive Directors on the Board. The Head of Internal Audit and Risk reports into the Chairman of the Audit Committee to ensure the independence of the function. The internal controls include departmental risk registers which are updated regularly and feed into a formal quarterly review process facilitated by the Risk Department. Camelot's Group Risk Register is also then reviewed quarterly at the Executive Risk Committee and finally at the quarterly Audit Committee meetings.

E.3.2 - All the states and jurisdictions in which the Vendor has contracts to supply gaming goods or services, including without limitation lottery goods and services, and the nature of the goods or services involved for each state or jurisdiction as required in 3.9.I.

Please refer to Appendix 1 – Annual Accounts and Client List for the past 3 years that contains a full list of all contracts for both CGSNA (Vendor) and CGSL (sub-contractor) as well as the nature of services and jurisdiction.

E.3.3 - All the states and jurisdictions in which the Vendor has applied for, has sought renewal of, has received, has been denied, has pending, or has had revoked a lottery or gaming license of any kind or had fines or penalties assessed to the Vendor's license, contract, or operation and the disposition of each instance in each state or jurisdiction. Disclose any lottery or gaming license or contract has been revoked or has not been renewed or any lottery or gaming license or application has been either denied or is pending and has remained pending for more than six (6) months, all of the facts and circumstances underlying the failure to receive a license as required in 3.9.J.

Camelot Global (Vendor and sub-contractor) was created to support the global Lottery industry through providing industry-leading solutions and services to lotteries and lottery owners. As a result Camelot Global does not hold, nor has applied for or been denied, a gaming license and thus any associated penalties.

Camelot UK Lotteries Ltd. has been the operator of the United Kingdom National Lottery (with sales of \$11.7bn in FY 2014/15) | since 1994 having won 3 competitive tendering processes for the License.

E.3.4 - All finding or plea, conviction, or adjudication of guilt in a state, federal, foreign, or international court or tribunal for a criminal offense other than a traffic violation committed by vendor or a person identified under Arkansas Code Annotated § 23-115-501 (b)(1) as required in 3.9.K.

Camelot Global confirms that this is a nil return.



E.3.5 - All Vendor's bankruptcy, insolvency, reorganization, or corporate or individual purchase or takeover of another corporation, including without limitation the assumption of bonded indebtedness as required in 3.9.L.

Camelot Global confirms that is not bankrupt, insolvent, reorganizing or involved in any individual or corporate purchase or takeover.

E.3.6 - All civil or criminal litigation or indictments which the vendor is involved and any joint ventures, strategic partners, prime contractor team members, and subcontractors involved as required in 3.10.

Camelot Global confirms that it is currently not involved in any civil or criminal litigation or indictments.

E.3.7 - Information on all conflict of interest with the products and goals of OAL that could result from other projects in which the Vendor is involved as required in 3.11.

Camelot Global confirms there is no conflict of interest with the products and goals of OAL that could result from other projects in which the Vendor is involved. Camelot Global considers itself to be in a strong position to act and advise both independently and impartially for the benefit of the ASL and its consumers.

E.3.8 - A list from Vendor and subcontractor(s) of all clients that were lost between January 2013 and the present and the reason for the loss as required in 3.11.

Camelot Global has not lost any clients between January 2013 and the Present.

E.3.9 - All contract disputes involving an amount of thirty-five thousand dollars (\$35,000.00) or more the Vendor, and/or its subcontractor(s), has been involved in within the past two (2) years. Indicate if the dispute(s) has been successfully resolved as required in 3.11.

Camelot Global confirms that it has not been involved in any contract disputes in the last two years.

E.4 Experience of the Vendors

Organization

E.4.A – Four (4) letters of Recommendation from the last two (2) contracts awarded that contain a similar scope of work as defined in the bid solicitation

[REDACTED]

E.4.B – Vendors should provide a detailed description of its organization, including employee capacity to undertake and successfully carry out the proposed services

Camelot Global was originally created by bringing together a team of highly experienced Senior Managers from the UK National Lottery to work with lotteries in North America and Europe with a focus on growing net revenue returns. Camelot Global can now call on a wealth of experience across the organization developed not only through working in the UK National Lottery but also through working alongside many other lotteries. Our team also has great experience working in many other business sectors across Europe and North America such as consumer goods companies like Mars, Coca-Cola and Unilever, working in the finance sector and also in professional services such as Accenture.

Camelot Global has a dynamic team with in-depth experience across all areas of the lottery business. We will deliver this engagement through combining personnel on the ground in Arkansas as well as utilizing the experience of our team in the UK.

On the ground in Arkansas will be John Skrimshire a full-time Project Manager and the Retail Lead. Overseeing the project will be Sam DePhillippo a former Executive Director of the Massachusetts State Lottery. Alongside Sam we will deploy an Executive Team of Richard Bateson, SVP Sales & Marketing and our newly appointed SVP, North America Duncan Malyon. We will also be utilizing the great



experience of many other experienced personnel: Tim Haldenby, Head of Strategy, Matt Osgood, VP Marketing & Brands, Steve Davidson VP Insight, Andrew Lang, Corporate Development Manager and Tom Luff, Global Insight Executive.

The team, and the OAL, will have the support and influence of the Camelot Global Network of over 800+ professionals that work within the Camelot Group of companies and have in-depth knowledge of European and North American markets – and importantly understand the pitfalls and challenges that a lottery operator faces on a day-to-day basis.

Organization

Camelot is one of the world's most efficient lottery operators in terms of net revenue generated. Operating in the world's most competitive gaming market, Camelot has one of the highest returns to Good Causes and Government (net returns), generating over \$54 million a week. Camelot Global has taken the proven consumer practices, strategies and processes employed in the UK by the UK National Lottery and successfully transferred this knowledge to markets around the world. Camelot Global provides expertise to lottery operators in both a consulting and management capacity to sustainably and responsibly grow net revenues for the long term.

Experience and Credentials

As a pure lottery operator, Camelot understands the skills and organization needed to sustain long term growth for lotteries within a complex regulatory structure. Since 1994 as operator of the UK National Lottery, Camelot has generated over \$70bn for UK Good Causes and Government whilst ensuring the highest levels of probity, integrity and responsible play.

Of critical importance for the OAL and the ASL is Camelot Global's experience in successfully delivering similar projects to the requirements of this RFQ. As outlined in E.4.F Camelot has a demonstrable track record of success in growing net revenue to state across a number of established North American lotteries. This means we are uniquely qualified to develop and implement a strategy for long term growth for the ASL.

Employee Capacity and Deployment

Camelot Global has a large team of multi-skilled professionals with a track record of effective lottery business planning, strategy development and large scale implementation of initiatives within a number of large North American lotteries. As you would expect from a global business, the team is highly flexible, available to travel as required and ultimately is available as and when required by OAL and the ASL.

As a further extension of the Camelot team we have the Camelot Global Network at our disposal – consisting of UK National Lottery resources and vetted 3rd party specialist experts as required – some 800+ individuals. As many of these experts have supported our global operations previously, Camelot Global can therefore certify the quality of these individuals and cultural fit as opposed to simply 'contracting out'.

Camelot Global has an established and effective resource forecasting and monitoring process that involves weekly (and sometime daily) resourcing meetings with the Camelot Global Senior Management team to ensure that our experts are available when (and where) required and that potential 'pinch' points are identified in advance and mitigated. Our dedicated Arkansas Project Manager, John Skrimshire, will manage this process as part of his responsibility to ensure the delivery of the RFQ requirements for the AOL.

Camelot Global has provided resumes for all individuals who will manage and support the delivery of the business plan within Appendix 3 – Resumes.

[REDACTED]

[REDACTED]

[REDACTED]

Camelot Global's Proven and Pioneering Delivery Approach

Camelot Global will deploy its proven and pioneering delivery approach to the requirements of this RFQ – the delivery of a 5 year business plan. Our approach has been developed and validated through our breadth of past consulting projects, all within the lottery industry and a number with very similar scope to that of this RFQ.

Camelot Global has outlined its 5 phase delivery approach within Appendix 4 – Detailed Timeline and has also provided a narrative as part of E.6.A that covers each phase of delivery.

Our SVP of Sales and Marketing, Richard Bateson will ultimately be accountable to AOL for the delivery of the requirements outlined in the RFQ and client satisfaction. Richard will be supported by Sam DePhillippo who brings a wealth of US Lottery Experience and John Skrimshire who will be the dedicated Arkansas Project Manager. John will be co-located with the ASL and responsible for the day to relationship between Camelot Global and the OAL/ASL, ensuring milestones and delivery requirements are achieved. The wider Camelot Global Network will be an efficient blend of both co-located and UK based resources. This approach allows access to lottery specialists as and when required meaning that the OAL has access to capability it might not otherwise have with a fully co-located team.

Experience in International Business Plan Development and Implementation

Camelot has worked with lotteries from around the world since its inception in 1994. Sharing best practice and expertise with lotteries from the World Lottery Association and the European Lotteries, through to business strategy definition and planning within the US and EMEA regions. In 1998 Camelot was a shareholder of the South African National Lottery operator (Uthingo) and was an instrumental part of the successful lottery license award. In Europe Camelot was a founding shareholder in EuroMillions, creating and evolving it into the world's largest multi-jurisdictional jackpot game with sales of \$11bn in 2014. In North America Camelot Global has worked with the California State Lottery on business planning and has consulted with Massachusetts, Texas, Kentucky, the Interprovincial Lottery Corporation in Canada and its five provincial Lotteries: Atlantic Lottery Corporation Inc., Loto-Quebec, Ontario Lottery & Gaming, Western Canada Lottery Corporation, and British Columbia Lottery Corporation.

Camelot's proven business strategy, planning and implementation capability has seen both the UK National Lottery and the California State Lottery witness unprecedented growth. Core to Camelot's operating approach is an understanding of the consumer; this provides a depth of understanding of sources of consumer spend and motivations to play. Camelot Global will bring to bear this approach and the experience of our strategy and commercial teams to work with the ASL to develop a 5 year business plan that will meet the challenge of increased competition for discretionary income purchases and identify innovative growth strategies that will sustain returns to Scholarships for the long term.

Strength and Depth of Experience in the Global Lottery Market

Camelot Global has been able to successfully introduce our ideas and experience to the Global Lottery Market and demonstrate transferability of our skills. In North America through our consulting engagements with US states such as California, Massachusetts, New York, Texas and Kentucky where we supported the implementation of a series of transformative sales and marketing initiatives. In California this helped to contribute to their growth in financial performance during this period, reporting +\$397.6m (+13%) for FY11 vs. FY10 and +\$932.9m (+27%) for FY12 vs. FY11; making California the fastest growing US lottery in both FY11 & FY12.

In Massachusetts, Camelot has shaped their strategic plans and future technology vision, ensuring they are well placed to cope with the technical challenges common to many other North American lotteries.

In New York Camelot Global worked with the New York State Lottery to create a 5 year business plan to grow lottery sales and negate the competitive threats from casinos.

In the state of Kentucky, since May 2014 Camelot Global has been engaged with the Kentucky Lottery Corporation in developing their retail operations including their field sales structure, key accounts team and Instants supply chain. The KLC have already implemented many of Camelot Global's recommendations with very positive results. In FY2015 the Kentucky Lottery Corporation has experienced their best ever annual sales.

Singular Focus on the Consumer

In the UK, and through our engagements with California, New York, Kentucky, Texas and The Interprovincial Lottery Corporation in Canada, Camelot Global approaches the lottery category with a methodology that is grounded and proven in the consumer goods industry. This is reflected in every aspect of the development of our strategies and business plans. From game design, research, planning, sales, retail execution, advertising, and marketing, Camelot Global uses insight into consumer thinking to develop a thorough understanding of a Lottery's current and potential players that forms the basis for all aspects of our product, marketing, and sales activities. The fundamental purpose of developing a Lottery through a "Consumer First" based strategy is to provide a clear understanding of the consumer, their lifestyles and needs for play both today and in future. Adopting this "Consumer First" approach will enable the ASL to build sustainable long-term growth through relevancy and research informed decision making.

Growing the Player Base and Increasing Player Participation

The real challenge for all lotteries in the face of increasingly strong competition is to broaden the player base through attracting and re-engaging occasional, infrequent, and lapsed players and to acquire new players. Camelot's overarching strategy is to make the lottery relevant to the population at large, by understanding and analyzing consumer's needs through all levels of demographics. In the UK, 70% of adults regularly play the lottery with over 50% of the adult population playing on a weekly basis.

Social Responsibility through Increased Participation and Player Protection

In demonstrating our credentials to carry out the proposed services Camelot always takes Social Responsibility very seriously both in the way Camelot UK Lotteries operates in UK and in the extensive work the Camelot Global Network undertakes with other lotteries. Social responsibility is at the heart of every game, channel, and marketing initiative we undertake. Camelot's commitment to social responsibility results in both higher profits and a broader player base that does not rely on any one demographic and ensures lottery relevancy to young and old adults alike.



E.4.C – Vendors should provide proof of any credentials of its firm and description of past projects that illustrate such record

Camelot Global has provided an extensive list of its credentials in section E.4.F.



E.4.D – Vendors should provide resumes of the managing individuals it would assign to this project. The Resumes should describe any relevant education, knowledge, training and experience

Camelot Global has provided full resumes of Managing Individuals, as well as the wider team available to support the delivery of the requirements outlined in this RFQ, within Appendix 3 – Resumes.

Additionally summary Bio's of all Managing Individuals resumes contained within Appendix 3 are provided below.

Managing Individual's Bio's

Richard Bateson, SVP Sales and Marketing/ Commercial Director

Richard is responsible for the sales and marketing division of Camelot Global, leading a cross-functional team in business development, bid management, business strategy, planning and execution. Richard was the lead Director overseeing key strategic projects in New York, Texas, Arkansas and Kentucky; he was also responsible for the delivery of the Irish bid and our consultancy contract with the Atlantic Lottery Corporation. Additionally he is responsible for Camelot Global's iLottery team in Ireland - providing digital lottery services to Premier Lotteries Ireland (PLI).

Richard has almost 14 years' lottery experience both in B2C and B2B. As a marketing specialist Richard joined Camelot to set-up EuroMillions (Europe's biggest multi-jurisdictional lottery game). Over his time at Camelot Richard has worked in project management, regulation, insight, marketing and sales. In his last role, in Camelot UK, Richard was the SVP responsible for the marketing and digital department overseeing the growth of the UK National Lottery from a \$7.4bn to almost \$10.5bn lottery category (in four years) achieving record returns to government each year. Richard is also the President of EuroMillions (the world's biggest multi-jurisdictional game) and chairman of the board for SLE (SCRL) professional services business to EuroMillions member lotteries.

Sam De Phillippo, SVP US Lottery Operations

Sam is responsible for the development of consulting business opportunities in the United States and Canada. This involves day to day co-ordination, being the primary point of contact for lobbyists, consultants and advisors in those States that are of strategic interest to Camelot Global. He is also the subject matter expert in Camelot Global for the US Lottery market. Sam was the former Executive Director of the Massachusetts State Lottery from 1995-1998 where he achieved 5% in annual sales growth and a 10% profit growth. Sam has over 20 years' experience in the lottery industry.

Duncan Malyon, SVP North America & Senior Advisor

Duncan is based in the United States and leads our North American business. He joined from Camelot UK, where he was Sales Director and a member of the Executive Board. He has grown UK National Lottery sales in retail by \$2bn (30%) over 6 years, while online sales grew by over \$1 billion in the same time period. He was also responsible for the Customer Service and Logistics functions.

Prior to Camelot, Duncan worked for Molson Coors, where he was Managing Director of their online business. Previously he was Sales and Customer Service Director. He has also worked for Kraft Foods, where he held senior sales and marketing roles, and started his career with Coca Cola.

John Skrimshire, Full-time dedicated staff Project Manager (Arkansas)

John will be the full-time Dedicated staff Project Manager in Arkansas. He has worked for Camelot Global since 2013 and has developed extensive experience of working with lotteries in the USA. John was Project Director for the Review of the Arkansas Scholarship Lottery conducted for the Arkansas Bureau of Legislative Research from October to December 2014. Other engagements have included: The New York State Lottery, the Texas Lottery and the Kentucky Lottery Corporation.



Prior to joining Camelot Global, John worked for 11 years for Camelot UK Lotteries Ltd. From 2003 to 2012 he was Senior Customer Business Manager at Camelot UK Lotteries Ltd. He was responsible for managing a number of large Key Account retailers including Tesco Stores Limited, the UK's largest retailer and one of the largest grocery retailers in the world. In the UK Tesco sell over \$1bn of lottery tickets through their network of 3,000 stores. During this time UK National Lottery sales in Tesco grew by over £350m. Key initiatives included the launch of In-lane technology (National Lottery Fast Pay) in 2005 and the negotiation of National Lottery terminals into Tesco Express stores from zero stores in 2003 to over 1,200 stores by 2012.

John's previous experience has been at Lindt Confectionery, Danone Dairies and 6 years at RJ Reynolds Tobacco in a variety of Sales and Marketing positions.

E.4.E –Vendors should provide its quality assurance program and a detailed description of how the quality assurance program will be applied to this project

Camelot will use its Delivery and Quality Assurance Process to manage both sets of the requirements set out in this RFQ:

- Business Plan
- Implementation Support

Camelot Global will utilize the tools and process outlined below during both sets of requirements, with the business plan focused around weekly reporting and the long-term implementation that of an agreed standards based KPI approach.

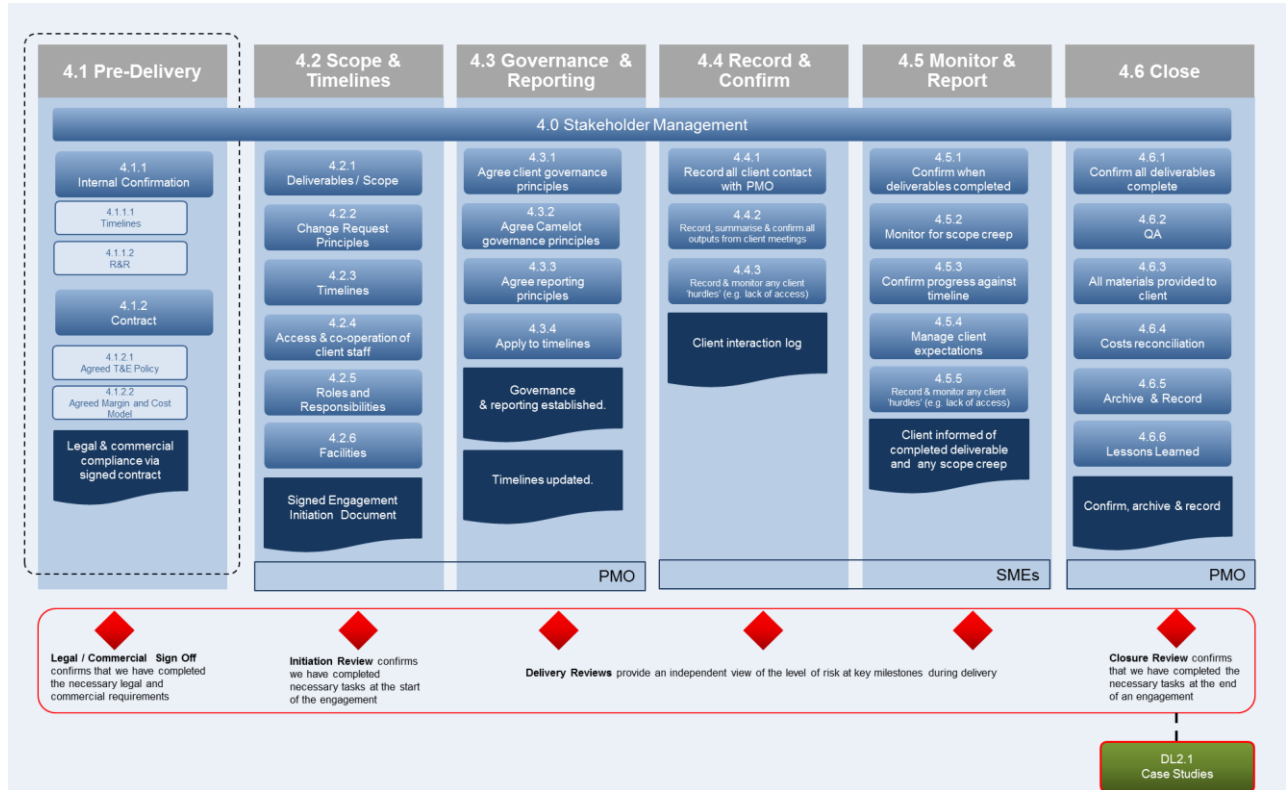
Overview

Camelot Global will bring our established and time-tested project management tools and capabilities to the delivery of the 5 year business plan for the OAL. Through our prior experience, these standardized management practices have allowed us to successfully complete the largest strategic lottery transformations in the world on time and on budget as well as a number of very similar engagements with North American lotteries (please refer to Appendix 2 – letters of Recommendation as evidence).

The Camelot Global Program Management team (Headed by our full time Project Manager – John Skrimshire) will oversee delivery of all commercial, operational and technology initiatives throughout the period of the engagement and will provide the OAL with visibility and assurance at all times.

There are a number of elements and capabilities that comprise Camelot Global's Delivery and Quality Assurance Process (see below diagram) that will be applied throughout the course of delivering the 5 year business plan. The foundation of Camelot's own excellent track record has been its skills and expertise in managing inter-dependent commercial, operational and technology projects within a Program framework. The Camelot Global dedicated staff Project manager and supporting staff will have clear focus on ensuring Stakeholders are managed effectively throughout the business plan development process and that all subsequent projects are in full compliance with regulatory requirements.

Camelot Global's Delivery and Quality Assurance Process



Program Governance

All programs of any size or complexity require strong alignment between business strategy, and the implementation path to achieve the desired outcomes over the life of the program. For OAL this alignment is critical to ensure the business plan development – and strategic initiatives beyond this - delivers to the desired potential, and give the confidence and visibility to the State that objectives are being met. In addition to strategic alignment there is a strong need for a formal mechanism to provide oversight and control during program execution. This mechanism will ensure the OAL and the Lottery's senior management are able to assess the program's current state to allow for adjustment of content and direction if necessary, as well as ensuring the State retains control over all significant business decisions.

Camelot Global will propose a governance structure within which to execute program management. This governance structure will:

- Provide active direction, periodically review interim results, and identify and execute adjustments to ensure the objectives of the business plan are achieved (which contributes to success of the overall business strategy)
- Ensure that the tactical implementation priorities remain aligned to the longer term objectives of the business strategy

Define a touch point process for regular engagement with the State

Proven Tools, Processes and Methodologies

Supporting the overall Program governance will be a robust set of key processes that describe how the project management activities will be conducted by Camelot Global. These processes have been the foundation of successful program delivery for the United Kingdom National Lottery, have been successfully transported to California and New York and have complete transferability to the OAL.

Reporting

Formal reporting will be conducted via weekly Highlight Reports (as referenced in the Timeline provided within Appendix 4), reporting to an agreed set of milestones for the project. The Highlight Report will provide the status of the whole project across all streams of work. This will be done to a required level of granularity for effective project tracking (schedule, cost, risks, issues etc.) with the full coverage needed for highlight report consolidation.

Individual project Highlight Reports will be rolled up into program level dashboards for review by Program Boards and the Steering Committee as required.

Exception Reporting

If it can be forecast that there will be a deviation beyond the tolerance levels set for the project in terms of effort, cost or schedule, this will result in an exception. An exception is most likely to originate from a significant change request, issue or risk.

If an exception occurs, then a formal exception report will be completed that sets out the reason for the exception and the remedial activities to be taken in order to bring the project out of exception. The exception report is then reviewed and approved for action by the Program Board.

Risk Management

A comprehensive risk framework will be introduced to manage risk and to ascertain how it relates to the overall risk profile for the program and the OAL. Project risks will be evaluated for their absolute impact (multiplying the financial impact, were the risk to materialize, by the likelihood of the risk materializing). Controls will then be applied to the risk and subsequently re-scored, before planned treatments will finally be applied to the risk for it to be re-scored again. All risks in the Program will be articulated with reference to the business impact, rather than simple failure of a project milestone – in this way, focus will continue to be maintained on the ultimate benefits of the project.

This risk management approach will allow the automatic escalation of risks from projects to the Program, and from the Program to the corporate level risk management processes. Escalation to the corporate level will be based on the score of the risk following the application of mitigating controls. Risk performance will be tracked at the Program Board and Steering Committee level using the risk scorecard, which will define movement in risk scoring, quantity of risks, adherence to action dates and provision of mitigations.

Quality Management

During 'week 0' the Camelot Global team will produce a quality Management Plan. The Quality Plan will contain exact lists of the work products that each work-stream will deliver and will be developed and signed off during the Start-up & Initiation stage of the project (Please refer to Appendix 4 – Detailed Project Timeline and Resource Model). The specific quality control requirements for each output will be defined in the Quality Plan and agreed with OAL.

In addition to the quality control of products, quality assurance is also applied in the form of End Stage Assessments throughout the project lifecycle, Post Development Reviews at the end of the project to identify Lessons Learned and process compliance audits.



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E.4.G - Vendor should provide proof that demonstrates knowledge and understanding of Lottery player reaction to changes in wagering opportunities within a jurisdiction or surrounding jurisdiction within last 5 years. Proof may be in chart, graph, narrative or other form

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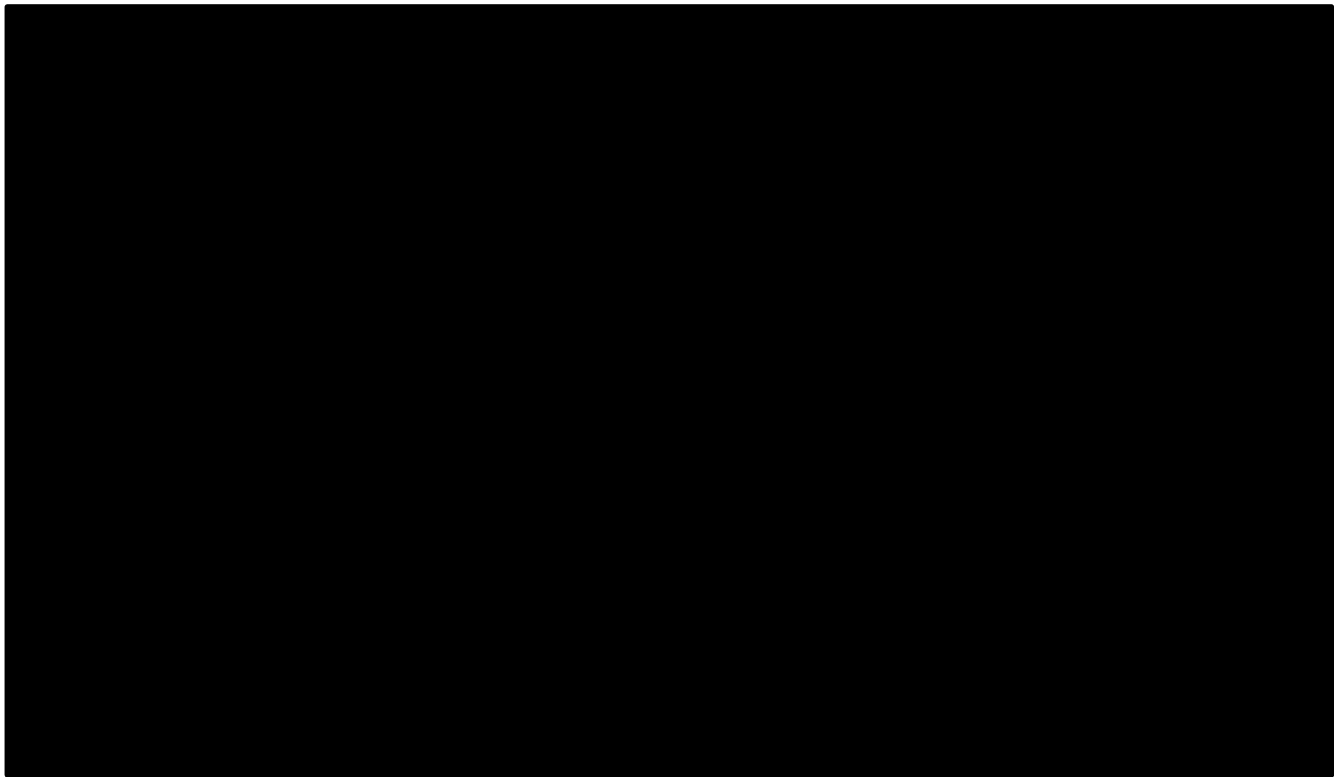
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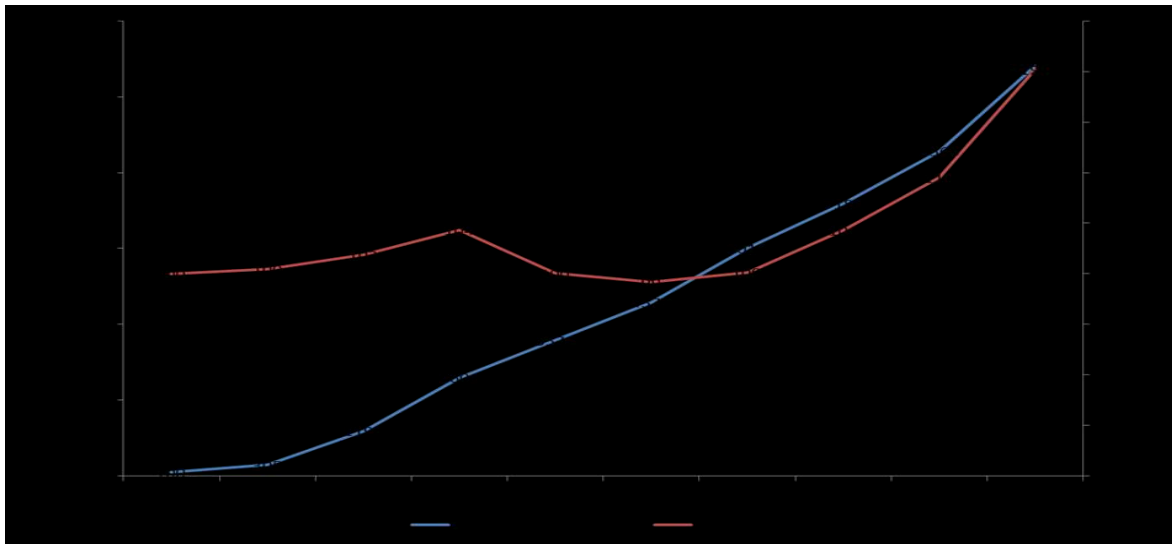
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WHS Hanging Sign 3



WHS Security Gate Wrap 2



WHS Graphic Panel



Permanent assets that will remain in situ post-launch

WHS CORPORATE LIFECYCLE	WHS & TML POS ASSETS	TILL POINT CONVERSION
		<ul style="list-style-type: none"> WHS, OHS, TML (27) WHS Signage (31) WHS Signage (10)

TML launch POS assets
Design lead taken from TML core branding
Messaging defined through in-store customer research



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E.4.H - Provide a list containing the names of each individual who will work under a resulting contract and his or her role in the project

An established and dynamic team with experience of working together on similar past projects

Camelot Global will provide a high performing staff team with extensive experience in all aspects of developing effective Lottery business planning, strategic solutions and large scale system implementation.

Our team bring a wealth of lottery and consumer goods experience. Together the team has a track record of working effectively in the UK and internationally, demonstrating the transferability of its experience and skills through delivering successful engagements. These include the California State Lottery, New York State Lottery, the Massachusetts State Lottery, Canada's Interprovincial Lottery Corporation (ILC), the EuroMillions community, the award of the Pennsylvania PMA in January of 2013 and most recently the appointment of Camelot and An Post as preferred bidders for the Irish National Lottery.

With more than 80+ years of lottery experience from our team, Camelot Global will work as a collaborative partner with the OAL in developing and executing all requirements of this RFQ.

Full resumes of all the Camelot Global team are located within Appendix 3

Summary Bio's (Managing Individuals)

Richard Bateson, Senior Vice President Sales & Marketing

AR Role: Executive Director

Richard is responsible for the sales and marketing capability of Camelot Global, leading a cross-functional team in business development, bid management, business strategy, planning and execution. Richard was the lead Director overseeing key strategic projects in New York, Texas, Arkansas and Kentucky; he was also responsible for the delivery of the Irish bid and our consultancy contract with the Atlantic Lottery Corporation. Additionally he is responsible for Camelot Global's iLottery team in Ireland - providing digital lottery services to Premier Lotteries Ireland (PLI). Richard has 12 years' lottery experience both in B2C and B2B. As a marketing specialist Richard joined Camelot to set-up EuroMillions (Europe's biggest multi-jurisdictional lottery game).

Over his 12 years Richard has worked in project management, regulation, insight, marketing and sales. In his last role, in Camelot UK, Richard was responsible for the marketing and digital team (as Marketing Director) overseeing the growth of the UK National Lottery from a £5.1bn to almost £6.9bn lottery category (in four years). In 2011 Richard was elected Chairman of the Board of EuroMillions and President of SLE SCRL.

Sam DePhillippo, Senior Vice President Government Relations

AR Role: Senior Advisor and Government Relations



Sam is responsible for development of consulting business opportunities in the United States and Canada. This involves day to day coordination, being the primary point of contact for lobbyists, consultants and advisors in those States that are of strategic interest to Camelot Global. He is also the subject matter expert in Camelot Global for the US Lottery market. Sam was the former Executive Director of the Massachusetts State Lottery from 1995-1998 where he achieved 5% in annual sales growth and a 10% profit growth. Sam has over 20 years' experience in the lottery industry.



Duncan Malyon, Senior Vice President, North America

AR Role: Senior Advisor

Duncan is based in the United States and leads our North American business. He joined from Camelot UK, where was Sales Director and a member of the Executive Board. He has grown UK National Lottery sales in retail by £1.3bn (30%) over 6 years, while online sales grew by £800m in the same time period. He was also responsible for the Customer Service and Logistics functions.

Prior to Camelot, Duncan worked for Molson Coors, where he was Managing Director of their online business. Previously he was Sales and Customer Service Director. He has also worked for Kraft Foods, where he held senior sales and marketing roles, and started his career with Coca Cola.

John Skrimshire, Commercial Planning Manager

AR Role: Project Manager

John will be the full-time Dedicated staff Project Manager in Arkansas. He has worked for Camelot Global since 2013 and has developed extensive experience of working with lotteries in the USA. John was Project Director for the Review of the Arkansas Scholarship Lottery conducted for the Arkansas Bureau of Legislative Research from October to December 2014. Other engagements have included: The New York State Lottery, the Texas Lottery and the Kentucky Lottery Corporation.

Prior to joining Camelot Global, John worked for 11 years for Camelot UK Lotteries Ltd. From 2003 to 2012 he was Senior Customer Business Manager at Camelot UK Lotteries Ltd. He was responsible for managing a number of large Key Account retailers including Tesco Stores Limited, the UK's largest retailer and one of the largest grocery retailers in the world. In the UK Tesco sell over \$1bn of lottery tickets through their network of 3,000 stores. During this time UK National Lottery sales in Tesco grew by over £350m. Key initiatives included the launch of In-lane technology (National Lottery Fast Pay) in 2005 and the negotiation of National Lottery terminals into Tesco Express stores from zero stores in 2003 to over 1,200 stores by 2012.

John's previous experience has been at Lindt Confectionery, Danone Dairies and 6 years at RJ Reynolds Tobacco in a variety of Sales and Marketing positions.

Summary Bio's (Delivery Individuals)

Tim Haldenby, Head of Strategy

AR Role: Strategy

Tim is responsible for the five-year planning process for the Camelot Group of companies. This includes overseeing the annual strategy development process (from environment analysis/insight, through development of strategic options to presentation of the final strategy documents). Tim has also participated in a number of strategic projects during this period including; the finalisation of the financial arrangements for the Irish National Lottery licence, managing the financial aspects of the renegotiation of a strategic supplier arrangement and acting as strategy lead on Camelot Global's consulting assignment with the New York State Lottery.



Andrew Lang, Corporate Development Manager

AR Role: Strategy

Andrew provides support for the five-year strategy planning and execution. He is also responsible for evaluating commercial opportunities for the company. Andrew has supported a number of key Camelot Global assignments, including game design modelling for ILC (Canada) and financial and strategic analysis for the New York State Lottery. Andrew provides regular market intelligence for Camelot Global - identifying new opportunities, carrying out initial scoping work as well as providing in-market support for current assignments. In addition, Andrew provides support to Camelot UK for its annual strategic planning process as well as advice on commercial projects.

Laura Pearson, Head of Global Corporate Affairs

AR Role: Corporate Affairs and PR Strategy

Laura is responsible for Corporate Affairs for Camelot Global this includes all external and internal media relations, supporting all Government relations in Europe and North America and all aspects of marketing for Camelot Global. Laura has participated in a number of strategic projects which includes being the PR lead, pre, during and post our engagement; these projects include Arkansas, Kentucky, New York and Ireland.

Steven Davidson, Vice President Insight

AR Role: Instants and Brand Marketing

Steve is responsible for overseeing the Insight team and all strategic responses for bid to operate and consultancy opportunities within Camelot Global. Steve set-up our proprietary insight database, manages all insight projects spanning North America and Europe. Recent consultancy work in New York, Texas, Arkansas and Kentucky includes a full business situation analysis, leading B2C insight research programmes, quantitative forecasting / modelling, trends analysis and running workshops to shape brand and channel strategies.

Matt Osgood, Vice President Marketing & Brands

AR Role: Draw Games and Brand Marketing

Matt joined Camelot in 2004, working in a variety of roles in Retail and Brand marketing including: UK Marketing Manager of EuroMillions and serving as the Marketing work stream Chair of the EuroMillions community 2008 - 2010. Matt was responsible for marketing work streams within Camelot's partnership with the California State Lottery and he led Camelot's engagement with the Interprovincial Lottery Corporation facilitating the product development process for the five Canadian lotteries. Other projects for Camelot Global include authoring the draw game and marketing strategies in successful bids for Ireland and Pennsylvania and in key consultancy engagements with the Atlantic Lottery Corporation in Canada, as well as Arkansas, New York and Texas lotteries in the US. Most recently he has been advising the EuroMillions community on a major game evolution for 2016 and providing marketing implementation support for the Irish Lottery. Prior to joining Camelot, Matt spent 10 years in the UK advertising industry, working across a range of Consumer Packaged Goods categories.



Jack Murray, Senior Consumer Insight Manager

AR Role: Consumer Insight

Jack's key responsibility is to define and develop consumer and desk research to support strategy in consultancy/bid to operate projects. Since joining the team, Jack has been heavily involved in consumer research to understand issues, motivations, barriers and consumer response to specific key initiatives in lottery play in Ireland, New York, Arkansas and Ontario.

Tom Luff, Global Insight Executive

AR Role: Consumer Insight

Tom joined Camelot Global in 2012 as a bid support assistant. Shortly after he moved to the Insight team to aid with critical thinking and insight surrounding projects and in the development of analysis models for lottery games.

Adam Barry, Commercial Programme Manager

AR Role: Commercial Programme Manager

Adam heads up Camelot Global's Proposals Management and Project Management function. Adam has extensive experience in leading and managing projects and proposal ensuring implementation of strategy, stakeholder management, delivery and governance processes. During his time at Camelot Adam has been responsible for the management of the successful Premier Lotteries Ireland (PLI) bid for the Irish National Lottery. Following this he led the delivery of Camelot's engagement with the New York State Lottery to deliver a five-year business plan that included research into alternative approaches. Prior to joining Camelot Adam worked in the management consulting field as Head of Proposals for a large consultancy and prior to this as a consultant.

E.5 Project Management (PM) and Staffing

E.5.A – Provide name, and title of the full-time dedicated staff Project Manager and other responsible individuals who will work under a resulting contract.

John Skrimshire, dedicated full-time Project Manager

John will be the full-time Dedicated staff Project Manager in Arkansas. He has worked for Camelot Global since 2013 and has developed extensive experience of working with lotteries in the USA. John was Project Director for the Review of the Arkansas Scholarship Lottery conducted for the Arkansas Bureau of Legislative Research from October to December 2014. Other engagements have included: The New York State Lottery, the Texas Lottery and the Kentucky Lottery Corporation.

Prior to joining Camelot Global, John worked for 11 years for Camelot UK Lotteries Ltd. From 2003 to 2012 he was Senior Customer Business Manager at Camelot UK Lotteries Ltd. He was responsible for managing a number of large Key Account retailers including Tesco Stores Limited, the UK's largest retailer and one of the largest grocery retailers in the world. In the UK Tesco sell over \$1.6bn of lottery tickets through their network of 3,000 stores. During this time UK National Lottery sales in Tesco grew by over \$400m. Key initiatives included the launch of In-lane technology (National Lottery Fast Pay) in 2005 and the negotiation of National Lottery terminals into Tesco Express stores from zero stores in 2003 to over 1,200 stores by 2012.

John's previous experience has been at Lindt Confectionery, Danone Dairies and 6 years at RJ Reynolds Tobacco in a variety of Sales and Marketing positions.

E.5.B - Identify the role and anticipated percentage of time allocated of each individual in the proposed work effort.

Camelot Global will deliver the requirements of this RFQ through a blend of both co-located and UK based resources to ensure the most efficient model for the OAL whilst allowing access to the Camelot Global Network of lottery experts.

All resourcing and allocation of time will be finalised and agreed at the negotiation stage however, our current assumption is that individuals will be assigned to delivery of the project under 1 of the following scenarios:

100% dedicated to the Project - A number of key individuals, such as John Skrimshire, will be dedicated to the project full time. These individuals will be totally submersed in all aspect of the project and will provide input across all work streams. It is proposed that these individuals will be co-located with the OAL/ASL in Arkansas for the duration of the project and implementation.

50% dedicated to the Project – The majority of key Subject Matter Experts (SME's) such as Brand marketing (Matt Osgood), Draw based Games and Instant principal (Steven Davidson) consultants will fall within this category. These individuals will be co-located and where effective also support from the UK in the most efficient blend.



25% dedicated to the Project – Camelot Global will utilize a number of specialist resources throughout the project as and when required. These individuals and their skill sets/ experience will be harnessed at specific milestones to support the team for example to lead the strategy sessions listed within our work plan (appendix 4). An example is Tim Haldenby – an experienced strategy Principal Consultant who has worked on similar project in New York and leads the UK strategy process. Individuals in this category will be co-located as and when necessary whilst supporting from the UK where efficient.

10% dedicated to the Project – These are highly specialised and experienced individuals that Camelot Global may call on from our Global Network of specialists to enrich delivery and provide independent challenge.

During the Business Plan Project and as the requirements move to that of implementing, and therefore realizing the net revenue upside identified, Camelot will also seek to recruit highly experienced and skilled local resources within Arkansas as required. In recognition of our commitment to the local economy where a need for a generic, non-specialist, capability is identified Camelot Global will evaluate the options to hire individuals from the local workforce.

E.6 Work Plan and Timeline

E.6.A - Describe in detail the work plan and methods you will use to evaluate OAL and to recommend actionable plans.

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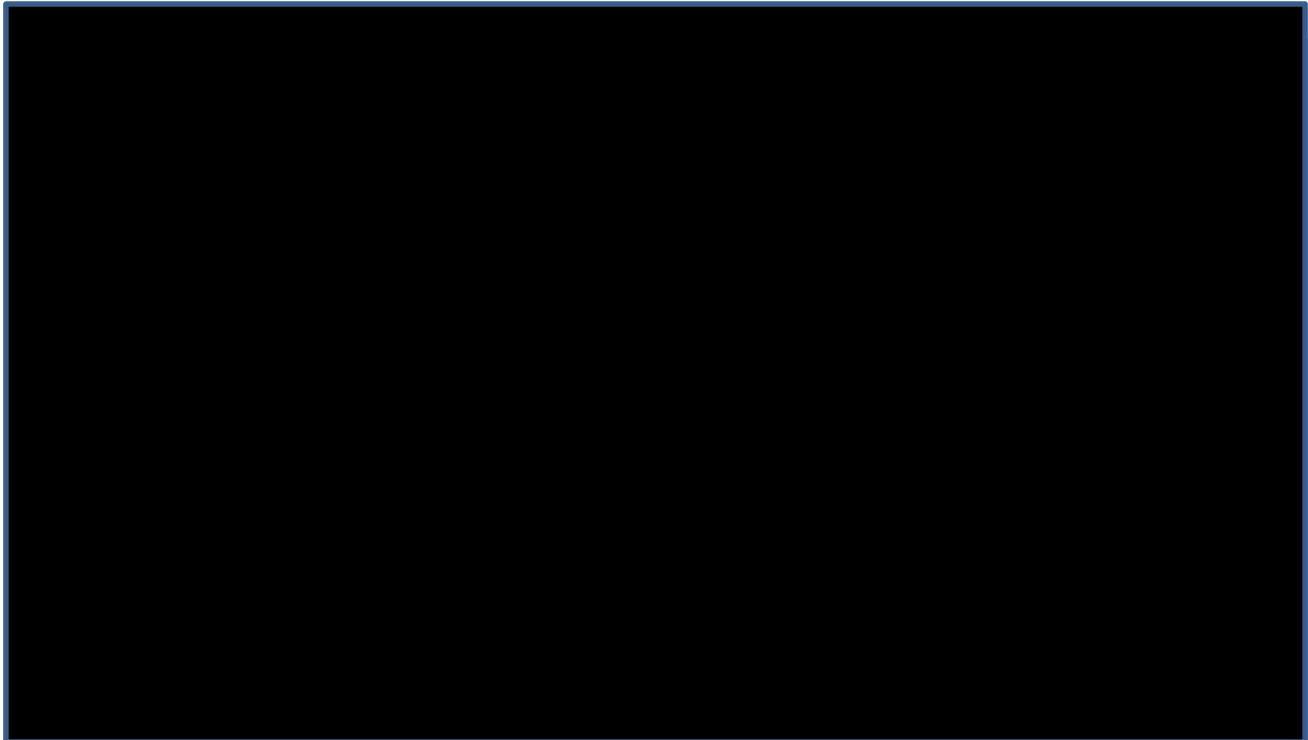
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E.6.B - Describe how much time and assistance required from the OAL to complete your analysis and recommendations.

As part of the detailed project timeline contained with Appendix 4 Camelot Global has identified, to the best of its ability at this stage of the process, the assistance that will be required as part of the 14 week process from the ASL (blue workstream). The timeline contains a specific work stream named that 'ASL Requirements' that provides a description of the envisaged requirements.

Whilst Camelot Global has endeavoured to provide as much detail as possible at this stage, ultimately ASL assistance will need to be finalised during Phase 0 when the Camelot Global team begins to liaise with the ASL. As outlined above in section E.6.A the main objective of Phase 0 is to ensure that all parties are clear on requirements, scope and the delivery plan including each parties inputs and dependencies.

Camelot, as a lottery operator itself, is very aware of the pressures that come with running a lottery operation. Whilst it is not currently possible to detail all of the assistance that will be required from the ASL (and in Camelot's experience of similar engagements any Vendor that states in can do this at this stage is misleading the OAL and ASL) The Camelot Global team will always work to ensure that the impact of the 14 week process on the ASL is as minimal as possible. Our team will always ensure that any assistance requests are raised in as timely, flexible and an efficient manner as possible.

E.6.C.1 - Provide a detailed description of each major event, task, or decision point in your work plan, as well as the time estimated (in terms of person hours and elapsed days) to complete each major component.

For clarity and consistency, Camelot Global has addressed the requirements of this section as part of its detailed response within section E.6.A that describes every stage of the Camelot Global work plan.

E.6.C.2 - Provide a detailed work plan/time line developed with a business planning tool such as Microsoft Project, which should be submitted as a MS Project file or portable document file (pdf) on flash drive. Provide time estimates including allowance for Lottery review and revisions to the Business Plan.

Please refer to Appendix 4 – Detailed project Timeline and Resource Model



E.6.C.3 - This work plan should provide a brief discussion of the subject matter, including important considerations, alternatives or methodologies, as applicable, which clearly demonstrate your understanding of the work effort required if awarded a contract through this bid solicitation process

For clarity and consistency, Camelot Global has addressed the requirements of this section as part of its detailed response within section E.6.A that describes every stage of the Camelot Global work plan.

E.7 Additional Information and Comments

The Vendor should provide any additional related information and/or services that are believed to set them apart from their competitors. This may be submitted as an attachment and should be no longer than 2 pages.



