



Optiva Code of Conduct and Business Ethics

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Version control and review cycle

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2.5	Andrew Cauchi	Aug-04-2020	Approved revised version release. Revision includes format related changes, updates and insertion of key definitions, and new provisions mainly on Anti-Bribery and Corruption and user information security.

This document shall be reviewed annually, or at greater frequency if the need arises. Any updates done as a result of these reviews are described in the version control table above.



Dear Valued Member of Optiva,

At Optiva, we are driven to maintain an ethical reputation by empowering our Staff to follow a path of integrity in every situation, all the time. One way we do this is by providing you with a clear and concise direction in regards to ethical decision-making: our Code of Conduct and Business Ethics (the “**Code**”).

This booklet covers a variety of situations, from the everyday to the extreme, but even the most well-written code cannot cover every circumstance. We rely heavily on your judgment and desire to always do the right thing and think long term. Whenever the right thing to do is unclear, we trust you will seek guidance and support from the appropriate resource.

Please be aware that every manager’s door, including my own, is open for you to ask questions, seek guidance and report allegations of wrongdoing at Optiva. We are enthusiastic about our Code and trust you will be also.

Thank you for taking time to read the Code and for keeping it accessible in case you need its guidance.

Sincerely,

Ashish Joshi
Chief Financial Officer

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1.0 Introduction

From the inception of Optiva, our Staff have taken pride in conducting our global business in a manner of high ethics with strict adherence to the laws and regulations of all the countries in which we do business.

The Code captures the essence of our business approach. We share a collective accountability to continue to build the reputation of Optiva by conducting ourselves with integrity and fairness while executing the Company's business. It is incumbent on every team member to consider the impact their actions have on the credibility of the entire company. The Code also applies to the members of the Board of Directors of Optiva.

In this Code, we affirm our principles, provide our Staff with a point of reference and a clear path to expose issues of concern, which might impact the reputation of the Company and the positive work environment we collectively aspire to create and maintain.

Optiva requires its Staff to affirm their knowledge of and adherence to the Code on an annual basis as part of their terms of employment. The Company urges all of its Staff to review the Code periodically to maintain familiarity with their business-conduct obligations. Adherence to the Code is mandatory for all Optiva Staff and forms a part of your employment contract. Failure to adhere to the Code may be a breach of your employment obligations and may result in disciplinary action, including termination of employment, depending on the severity of the breach.

1.1 Scope of applicability

The provisions of this Code apply to all Optiva Staff, and are issued with the authority of the Chief Executive Officer.

1.2 Key terms and definitions

For the purposes of this document, the following terms and definitions apply:

Optiva

Optiva Inc. and all of its subsidiaries

Personal data protection laws

Refers to:

- i) The General Data Protection Regulation (EU) 679/2016 (as amended), as well as to all applicable national and European legislation on the protection of individuals with regard to the processing of personal data, the protection of personal data and privacy in the electronic communications sector and any kind of restrictions or conditions regarding the processing of personal data;
- ii) All U.S. and international laws governing or relating to the privacy and security of personal data;
- iii) All laws, rules, regulations, regulatory provisions, including case law, and any directive or circular of any regulatory authority and any applicable code of conduct as amended that are applicable to the processing of personal data or are otherwise applicable to the performance of the obligations of any of the parties herein.

Policy

Overall intention and direction as formally expressed by management through various policy documents, internal memos, Intranet notices, and e-Mail communication.

Security Administrator

Is responsible for implementing the security policies and procedures issued by Optiva's Head of Information Governance, from time to time as well as any other required information security controls within Optiva's information processing facilities, as established by the mandatory regular risk management activities being carried out.

This role is occupied by Optiva's VP of SaaS Ops.

Staff

Means any person employed or engaged by Optiva, and any third-parties working on Optiva's behalf pursuant to Optiva's instructions.

2.0 Our shared responsibility

2.1 Employee responsibility

It is the responsibility of each Staff member in every country of operation of Optiva to familiarize themselves with the details of the Code. Every Staff member must be comfortable seeking guidance and understanding how to report concerns regarding compliance or potential violations. If you have questions or concerns about potential violations or wish to seek guidance about the Code, please contact our Human Resources Department. As a Staff member of Optiva, you have a duty to report any suspected or actual violations of this Code and of any other Optiva policy.

2.2 Board and executive responsibility and accountability

It is the responsibility of the Chief Executive Officer of Optiva to ensure adherence to the Code. The Chief Executive Officer must create an environment where Staff are comfortable raising questions and issues without fear of retaliation.

The Human Resources Department is responsible for addressing many of the issues outlined in the Code. The Human Resources Department will create procedures to help Staff comply with the ethical business conduct expectations of the Company.

It is the responsibility of the Board of Directors to provide oversight and ensure that it is aware of any significant breaches to the Code and the proposed remedial actions. The Board is also responsible for approving the Code and any subsequent amendments.

3.0 Our people

Optiva commits to the principle of equal opportunity in employment for all Staff. We base our employment decisions on company needs, job requirements and individual qualifications without regard for characteristics such as age, gender, disability, marital status, color, race or any other status protected by the laws or regulations in the countries in which we operate. Optiva does not tolerate discrimination or harassment of our Staff and adheres to the applicable human rights and/or workplace health and safety legislation in all countries in which we operate.

3.1 Discrimination and harassment

Optiva is committed to providing a work environment in which all workers are treated with respect and dignity. Workplace harassment (including sexual harassment) and discrimination will not be tolerated from any person in the workplace (including clients, suppliers, Staff, contractors, supervisors, workers, domestic/intimate partners and members of the public, as applicable).

Workplace harassment means engaging in a course of vexatious comment or conduct against a worker in a workplace that is known or ought reasonably to be known to be unwelcome, or workplace sexual harassment. Workplace harassment can include behaviour that intimidates, isolates, or discriminates against the targeted individual(s). This may include: making remarks, jokes or innuendos that demean, ridicule, intimidate, or offend; displaying or circulating offensive pictures or materials in print or electronic form; bullying; humiliating or undermining a Staff member in front of co-workers; repeated offensive or intimidating phone calls, e-mails or conversations; or workplace sexual harassment.

Workplace sexual harassment means: a) engaging in a course of vexatious comment or conduct against a worker in a workplace because of sex, sexual orientation, gender identity or gender expression, where the course of comment or conduct is known or ought reasonably to be known to be unwelcome, or b) making a sexual solicitation or advance where the person making the solicitation or advance is in a position to confer, grant or deny a benefit or advancement to the worker and the person knows or ought reasonably to know that the solicitation or advance is unwelcome.

Reasonable action taken by the employer or supervisor relating to the management and direction of workers or the workplace (i.e. performance management or discipline) is not workplace harassment, unless standards are being applied in a differential manner as between members of a team, or discipline is being imposed for discriminatory reasons.

An incident or a complaint of workplace harassment or discrimination should be reported to your manager or the Human Resources Department as soon as possible after experiencing or witnessing an incident. This allows the incident to be investigated in a timely manner. If your supervisor or reporting contact is the person engaging in the workplace harassment, contact the Human Resources Department. Managers who have been made aware of a complaint of harassment and/or discrimination are obligated to notify Human Resources.

Management will investigate and deal with all complaints or incidents of workplace

harassment and discrimination in a fair, respectful, confidential and timely manner. Managers, supervisors and workers are expected to adhere to this policy and will be held responsible by Optiva for not following it. There will be no retaliation or reprisal against any Staff member who reports an incident, makes a complaint in good faith or participates in an investigation.

Further information on how to report workplace harassment and how complaints will be investigated are detailed in the Workplace Harassment and Violence Policy which can be found on Optiva's intranet site.

Q: I have a lot of fun working with some people in my group, but others just don't seem to appreciate my off-color sense of humor. Should I be concerned about that?

A: Yes, because "off-color" jokes are often inappropriate for the workplace. If coworkers seem offended by your sense of humor, then you may, in fact, be guilty of harassment. Even if it doesn't go quite so far, you would be well advised not to walk the line between appropriate and inappropriate behavior.

Q: I reported what I felt was minor discrimination on the part of my supervisor last month and now I've been transferred to another position with less pay. What can I do?

A: You can speak up about it. Optiva does not tolerate retaliation, especially in response to a staff member speaking up in good faith about something he or she feels is wrong. Talk to any trusted manager, a member of the Human Resources Department or call "Alertline", our toll-free, anonymous, third-party reporting hotline.

3.2 Staff privacy

Optiva will comply with all applicable privacy and personal data protection laws. These laws apply to Staff, customer and third-party information. In this regard, Optiva will only acquire personal information as necessary for the conduct of its business and access to information will be restricted and only made available on a validated need to know basis.

3.3 Labour and Employment law

Optiva abides by all labor and employment laws in the countries in which we employ. Staff should direct questions or concerns regarding local labour or employment laws to the Human Resources Department.

3.4 Our compensation

Optiva commits to a merit-based compensation plan rooted in the goal of providing the highest rewards to Staff who contribute the most to the success of the Company.

4.0 Our workplace

4.1 Health and safety

Optiva commits to preserving the health and safety of our Staff, contractors and others working at our facilities globally. Optiva will conform with the applicable laws and regulations relating to workplace protection. Details about laws and regulations concerning health and safety at Optiva can be accessed through our Human Resources department.

4.2 Alcohol and illegal drugs

To ensure a safe and productive work environment, Optiva prohibits the use, sale, manufacture, distribution or possession of alcohol, illegal drugs, not-lawfully-prescribed controlled substances, or drug paraphernalia on any company premises or client sites. This prohibition includes company owned vehicles, or personal vehicles being used for company business or parked on company property. Moderate and prudent alcohol consumption is permitted on an exceptional basis, during company events where alcohol is served, or at business-related meetings/events, which are for the purpose of entertainment or client relationship management.

No Staff member shall report to work, or be at work, with any impairing substance in the Staff member's system, including alcohol or any drug. When a Staff member must take prescription or over-the counter drugs, the Staff member must ask the medical professional or pharmacist if the drug has any side effects which may impair the Staff member's ability to safely or productively perform the Staff member's job duties. If there is potential impairment of the Staff member's ability to work safely or productively, the Staff member must report this information to the supervisor. With input from the Staff member, Optiva will determine if the Staff member should work in his regular job, be temporarily assigned to another job, or placed off-work.

Any violation of this policy will result in disciplinary action up to and including termination.

4.3 Violence and threats

The safety of our Staff is of paramount importance to us. Optiva will not tolerate violence in the workplace from any source (i.e. clients, Staff, contractors, domestic partners).

“Workplace Violence” means the exercise of physical force by a person against a worker, in a workplace, that causes or could cause physical injury to the worker, an attempt to exercise physical force against a worker, in a workplace, that could cause physical injury to the worker, and/or a statement or behaviour that it is reasonable for a worker to interpret as a threat to exercise physical force against the worker, in a workplace, that could cause physical injury to the worker.

Accordingly, Staff are prohibited from engaging in acts of violence, making threatening comments and engaging in any acts of intimidation towards their co-workers or others. Any Staff who engage in such conduct will be subject to discipline, up to and including termination. Violence or threats of violence should

be reported to the Human Resources Department immediately.

Further information on how to report workplace harassment and how complaints will be investigated are detailed in the Workplace Harassment and Violence Policy which can be found on Optiva's intranet site.

Q: I overheard a co-worker say something that could be construed as threatening. But I know him. I really don't think he's capable of violence. Should I do anything or just keep quiet?

A: You should report the situation to a Human Resources representative immediately! In almost every reported case of tragic workplace violence, it is learned after the event that somebody knew something or had suspicions that violence might occur - and yet did nothing.

4.4 Responsible use of the internet and all other Optiva systems

Optiva has established a mandatory User Information Security Policy which amongst other provisions, includes a section pertaining to acceptable use of the company provided Internet access. It is the responsibility of all Staff to be familiar with and follow all of the provisions of the User Information Security Policy; and failure to do so may lead to disciplinary action, up to and including discharge.

Q: I read an article in the paper this morning that I disagree with, and I'm going to write a letter to the editor saying as much. I'd like to email the letter from my company account. May I do so?

A: No, you should not. Please be aware that Optiva has strict policies regarding the use of its email system. You must use an external email account to reply to the article.

5.0 Our business practices

5.1 Accuracy of accounting records

Employee, customer, and investor confidence and trust in Optiva is built on the accuracy and integrity of our financial records. We share a responsibility to ensure that we record, classify and summarize all transactions in accordance with Company policy, IFRS and applicable laws and regulations.

It is a breach of policy to misrepresent our financial performance or otherwise knowingly compromise the accuracy of our financial statements by intentionally hiding, disguising or representing in a misleading fashion the true nature of any financial or non-financial transactions. Additionally, it is against policy to unduly influence, coerce, threaten, manipulate or mislead members of Optiva's finance team, or internal or external auditors regarding customer agreements, financial statements, processes or internal controls.

All Staff are responsible for (and encouraged to) report any cases or suspected cases of financial or operational misrepresentation or impropriety promptly. Depending on the nature of the issue the Staff member may report the concerns to any member of the Disclosure & Compliance Committee or the Ethics & Compliance Committee. If considered more appropriate, or if the circumstances where the complainant is not informed of a timely and satisfactory resolution by the Disclosure & Compliance Committee, the concern can be reported to the Head of Human Resources or directly to the Chair of the Audit Committee by email to auditchair@optiva.com or by using the third-party, externally-hosted report system called "ConfidenceLine" described below. The Company will investigate any report promptly and discreetly. No Staff member that makes a complaint in good faith will be subject to any reprisals, discipline, or damage to their career.

For more information on our Whistle Blower policy, visit Optiva's intranet site.

5.2 Customer relations

All commitments to our customers, written or verbal, must be consistent with Optiva's standard legal or commercial terms and documented when required by commercial terms or Company policy. Any exceptions to Optiva standard agreements and commercial terms are subject to review.

On a quarterly basis the Company requires certain managers and executives and other identified Staff to provide certification to the Company related to their activities and areas of responsibility in support of the financial reporting process and other compliance requirements. Those officials must certify that, to the best of their knowledge, all documents and information regarding commitments and agreements relating to customer orders have been submitted for review and approval.

5.3 Conflict of interest

A "Conflict of Interest" arises when any action or interest of a Staff member interferes with or makes it difficult for the Staff member to act solely in the best interest of the Company. To avoid a potential Conflict of Interest situation, Staff must avoid any activity, investment or association that creates an actual conflict or

even the appearance of a conflict between the Staff member's interests and business interests of Optiva.

Q: May I accept a volunteer position with an organization that gives free financial advice to young people?

A: Yes and, in fact, we encourage such community involvement. Please just make sure that the organization understands you are doing so on your own time and not as a representative of Optiva.

Q: We need to hire a contractor for a specific job and, luckily, my brother-in-law is qualified. Can I hire him?

A: Only under three conditions. One, he must undergo the same bidding process as every other Optiva contractor. Two, you must disclose the relationship to your supervisor. And three, you must remove yourself from the bidding process. If your brother-in-law is still interested, he is more than welcome to bid for the job.

5.3.1 Financial interest in other companies, third parties

If a Staff member or someone with whom the Staff member has a personal relationship has a financial interest in a particular company, the Staff member may not attempt to influence Optiva to do business with that company.

If a Staff member is in a position to make a decision on behalf of Optiva that relates to another company or third party, the Staff member may not have any direct or indirect financial interest in that other party, unless it is publicly traded and the Staff member owns less than a one percent interest in the company.

Staff should bring any concerns regarding a potential conflict of interest to the attention of the Human Resources Department prior to entering into the proposed business relationship. The Human Resources Department will review and oversee the terms of the business relationship. Any Staff member who was unaware of, and then discovers they may have, an actual or potential Conflict of Interest must report it immediately to the Human Resources Department.

5.3.2 Insider trading

"Insider Trading" is the buying and selling of shares using material corporate information that is not yet available to the public. Insider Trading is prohibited by law, which imposes severe penalties on Staff and on the recipients of insider information. Optiva Staff, directors, officers, ex-Staff, consultants, contractors, employee family members must not buy or sell shares or options of Optiva while in possession of non-public inside information concerning Optiva.

Insider Trading restrictions also apply to information Staff acquire as a result of working at Optiva, which pertains to other companies associated with Optiva, including customers, suppliers, and other third parties.

Optiva is a publicly-listed company trading on the Toronto Stock Exchange. All Staff must comply with Optiva's Insider Trading Policy that regulates share dealing by Optiva Staff, including during trading blackout periods, tipping, and related matters. The Optiva Insider Trading Policy can be found on Optiva's intranet site.

Q: Through my job at Optiva, I have become aware of non-public financial information received from one of Optiva's customers that indicates the customer is in better financial condition than most people realize. I wish to purchase the customer's stock. May I do so?

A: No, you may not. Securities laws in most jurisdictions where Optiva does business provide strict rules against such insider trading. You may act on the information only after it becomes public and once it has had a chance to disperse throughout the financial community.

Q: I understand why I shouldn't reveal inside information to an outsider, but does this include talking to members of my immediate family? What about other Optiva Staff who are not aware of the same information that I am?

A: In fact, yes, it is illegal to disclose non-public material information to any person - including family members and other Optiva Staff - who do not have a legitimate business need to know it.

5.3.3 Secondary employment and outside activities

Staff wishing to engage in secondary employment or outside business ventures have a responsibility to disclose these activities to Optiva in order to ensure that these activities do not result in a Conflict of Interest. The Staff member must report secondary employment or outside business ventures to the Human Resources Department for investigation and review.

Q: I recently started consulting for firms and individuals on a contract basis. I'm even considering opening my own firm outside of my employment at Optiva. Do I need to disclose my activities to Optiva even though I'm not dealing with our customers?

A: The Code requires Staff to disclose any outside employment or employment activities to the Human Resources Department. The Human Resources Department will determine if the outside interest is in conflict with your employment at Optiva.

5.3.4 Political activities and contributions

Staff are free to make political contributions and be involved with political parties; however, they must avoid giving the appearance that contributions are being made on behalf of Optiva. Staff may not use company funds, facilities or assets directly or indirectly to support a political party or candidate.

Q: A customer has asked me to join him at a fundraising dinner for the elected head of his government agency. May I attend and expense the ticket cost to Optiva?

A: Optiva may support candidates for political office, but only after careful review and once strict and complicated election laws are accounted for. You may attend the fundraiser, but you may not expense the ticket. Further, please make it obvious that you are not attending the fundraiser as a representative of Optiva.

5.3.5 Nepotism and Fraternization

The Company is committed to maintaining a work environment free from favoritism and conflicts of interest, whether actual or perceived.

Optiva Staff may not supervise, hire or influence the performance assessment of relatives working for Optiva.

The Company understands the need for privacy in each colleague's personal life, but romantic and personal relationships involving managerial and supervisory Staff must be avoided so as to not create an actual or perceived business conflict, complaints of preferential treatment, possible claims of sexual harassment, and/or employee morale and dissension problems.

The Company recognizes that Staff may have personal relationships with one another (e.g., dating, cohabitation, marriage, domestic partnership) and, as long as such relationships do not, in the opinion of the Company, create actual or perceived conflicts of interest, they should not be problematic. However, such relationships are strictly prohibited where one of the Staff involved will:

- be working directly for the other Staff member;
- be directly supervising the other Staff member and/or have the authority to affect, review and/or approve decisions regarding the other Staff member's employment;
- have access to confidential information including payroll and personnel records, or
- audit, verify, receive, or are entrusted with money handled by the Staff member with whom they have a personal relationship. Any relationship that might give rise to one of the above situations must be immediately disclosed to Human Resources.

Additionally, in accordance with the Company's Harassment Policy, supervisors/managers should never use their position to influence or require a subordinate to enter into a romantic or sexual relationship. All Staff are expected to conduct themselves in a professional manner at all times and avoid creating a hostile or uncomfortable environment for others at the Company.

5.3.6 Protection of Optiva assets, property, trade secrets and confidential information

Optiva Staff are responsible for protecting Optiva's assets, and property (including intellectual property, data, and trade secrets) and ensuring they are used for Optiva business purposes only.

Q: I know I'm always supposed to log off my computer whenever I leave it, but most of the time, when I leave my desk, it's only for a minute or two. Do I really have to log out every single time?

A: *Yes. It only takes a moment to steal information from a computer. You may only be leaving for a few minutes, but during that time, if you do not log out, you expose highly personal and confidential customer information to pretty much any person who walks by.*

5.3.7 Use of Company property and other Assets

Optiva expects Staff to use all reasonable efforts to protect Optiva facilities, equipment and other property from destruction, waste, unauthorized use, loss, theft, abuse or misuse. Staff may not use Company property for personal use or benefit and may not sell, borrow or share such resources without proper authorization.

The Company permits limited personal use of certain Company facilities (computer, photocopier, fax, e-mail, telephone, mobile devices) but such use must be reasonable, is subject to audit by the Company at any time and must not negatively affect the interests of Optiva. When in doubt, Staff should obtain approval from their manager. Staff must be able to account for the whereabouts and security of Company property assigned to them at all times.

Except as the law may otherwise provide, Staff do not have a right to privacy while working on the Company's premises, engaged in Company business off premises, or using any materials, equipment, space, or systems provided by or owned by the Company. The Company reserves the right to monitor an employee's work or work product as well as all means of communication, internal or external, including telephone, voicemail, intra-Company paper mail, and mail processing through the Company's facilities and electronic systems, including the Internet, E-mail and tele-transmissions.

Staff who Bring Their Own Devices to work, must ensure that they do not access Optiva's confidential documents or information on an unsecured wifi network. Further, Optiva's Staff are prohibited from conducting business using personal email addresses or communication formats (e.g., WhatsApp). On termination or resignation from employment, Staff are obligated to delete any confidential or work-related files, documents or communications from their personal device after ensuring that such information has been properly transferred to Optiva's network. Optiva reserves the right to inspect any device used for both personal and work-related purposes during an investigation, to ensure that Optiva's

proprietary and confidential information has not been compromised, or that it has been deleted on termination of employment. Optiva also reserves the right to engage in a remote wipe of a device where it has been lost, stolen or hacked; Optiva therefore recommends backing up your personal data on a regular basis.

Q: Valerie is running in a local election and wants to use her company computer to design her campaign flyer and then print the flyers using the company copy machine? As long as Valerie utilizes her lunch hour or after hours to do this work is she violating any Optiva policies?

A: *According to our Code, Company property must not be used for personal use. Valerie should not use the Company computer or copy machine for her campaign flyers or any work related to outside interests or activities. Please refer to Optiva's Acceptable Computer Use Policy on an appropriate use of corporate property.*

5.3.8 Use of confidential information

Except during the course of normal job duties, Staff shall not, without Optiva prior written consent, at any time, directly or indirectly:

- Use any Confidential Information for any purpose;
- Disclose or otherwise communicate any Confidential Information to any person or entity;
- Accept or participate in any outside employment, consulting engagement or other business opportunity that will result in the disclosure or use of any Confidential Information.

All Staff acknowledge and accept that they will have access to Confidential Information, all of which shall be made accessible in strict confidence to further the business goals of the Company. Confidential Information may be susceptible to immediate competitive application by a competitor of Optiva, and unauthorized disclosure of Confidential Information may damage Optiva's ability to compete.

Staff further understand that:

- Optiva business is substantially dependent on access to Confidential Information.
- Confidential Information is novel, unique to Optiva and known only to certain key Staff and contractors of Optiva.
- Optiva shall at all times retain ownership and control of all Confidential Information
- The restrictions contained in this agreement are reasonable and necessary for the protection of Optiva's legitimate business interests.

Staff acknowledge that unauthorized disclosure of Confidential Information may result in discipline up to and including termination of employment.

"Confidential Information" should be interpreted broadly. It includes any

and all information that has competitive value to the Company, for example value text, illustrations, ideas, concepts, inventions, present and contemplated developments, applications, images, sketches, research, memos, words, financial data, marketing and sales data, business plans, strategies, trade secrets, information related to existing or potential clients and all other nonpublic information (in whatever form) relating to or arising from Optiva business. Optiva considers all of these to be Confidential Information that Staff must actively protect at all times.

We expect all Staff to handle employee, customer and supplier information, which they gain access to during the course of their jobs, with the same diligence and care as they show for Optiva Confidential Information.

All Optiva Staff must sign the standard Employee Agreement to Protect Confidential Information at the outset of their employment (and from time to time if the Company requests it), and agree to be bound by its terms as a condition of their contract of employment with Optiva.

Optiva also requires Staff to refrain from practices that may inadvertently result in the disclosure or publication of Confidential Information. Examples include use of non-secure data storage or transmission techniques and careless use of blogs or Internet services and tools.

If you require additional information about our policies concerning Confidential Information, please refer to the Employee Agreement to Protect Confidential Information. Furthermore, also refer to the information classification protocols under section 8.2 of the Optiva User Information Security Policy.

5.4 Anti-Bribery and Anti-Corruption Policy

Bribery and corruption harm society by inhibiting or preventing legitimate economic growth and development. As part of a growing international effort to remove corrupt regimes, the European Union and several countries worldwide have strengthened their legislation to assist authorities with prosecuting offenders.

We at Optiva acknowledge that any involvement of Optiva in corrupt practices will adversely affect our image and reputation; in some circumstances, it may even result in the prosecution of our company and its Staff.

Accordingly, this policy aims to reduce our potential exposure to bribery and corrupt practices by formalising our commitment to maintaining business integrity and values that fulfil our social and legal obligations.

5.4.1 Our Policy

We aim to conduct our business activities with honesty and integrity at all times. We will not participate in initiatives designed to provide an 'unfair' advantage to Optiva or any third parties. We do not offer or receive any form of unethical

inducement or payment, including (but not limited to) facilitation payments, bribes and kickbacks.

Optiva shall ensure that all Staff are aware of and comply with, both the letter and spirit of applicable anti-corruption and anti-bribery laws such that they will not take any actions or make any omissions which would cause either Optiva to be in violation of applicable anti-corruption and anti-bribery laws.

In this regard, Optiva prohibits the giving, receiving, requesting, or accepting, for oneself or for any other person, whether directly or indirectly through any other party, of:

- (i) any payments (including, without limitation, facilitation payments, bribes or kickbacks) or the transfer of value, offers, rewards, promises, valuable consideration or undue financial or other advantage; or
- (ii) the exertion of undue and improper influence over any other person;

in each case having the purpose or effect of, or amounting to acceptance of or acquiescence in, either directly or indirectly:

- (a) public or commercial bribery, or
- (b) unlawfully or improperly obtaining or retaining business or commercial advantage; or
- (c) the failure to perform one's obligations in terms of applicable law; or
- (d) the improper performance of any function or activity.

Optiva shall ensure that neither they nor their Staff :

- (i) are the target of any economic and financial sanctions imposed by the United Nations, the European Union, Canada, the United Kingdom, the United States or any other applicable jurisdiction ("**Restricted Persons**");
- (ii) directly or indirectly, deal with any Restricted Persons in connection with Optiva's business operations.

Furthermore, Optiva will not make contributions (directly or indirectly and whether monetary or otherwise) to political persons (elected or in candidature), parties or associated organisations. Optiva Staff may only make such types of contributions, should they choose to do so, in their personal capacity and provided that said contributions are not made by or for or on behalf of Optiva itself or from Optiva resources or funds, and in so doing Staff shall make the basis for contribution clear.

5.4.2 Operation and implementation

All Optiva Staff shall strive to detect and report any suspicion of fraud, bribery and other corrupt practices undertaken by themselves or others ("**Illicit Practices**") and are expected to act with honesty and integrity at all times.

Additionally, Optiva shall:

- 1) ensure that all reports and investigations are properly recorded and documented;
- 2) rigorously investigate all allegations of Illicit Practices and immediately inform the police and relevant authorities where there is reasonable suspicion that a crime may have been committed;
- 3) take swift action, in accordance with applicable law, against any individual who is confirmed as being involved in Illicit Practices;
- 4) monitor the effectiveness of this Policy on an ongoing basis by regularly reviewing internal systems and controls; and
- 5) periodically review and update this Policy to ensure it keeps pace with best practice and addresses any identified failures.

Furthermore, Optiva shall strive to combat Illicit Practices by:

- 1) Actively encouraging vigilance in identifying and reporting Illicit Practices;
- 2) upholding all relevant laws designed to counter Illicit Practices, particularly any laws relating to specific business practices;
- 3) establishing specific standards to ensure that all Personnel acting on their behalf do not engage in Illicit Practices;
- 4) ensuring a fair and transparent selection process is applied prior to the appointment of any external service providers, partners or other third parties;
- 5) including in agreements with third parties acting on its behalf, a requirement that they do not engage in any illegal, improper or questionable conduct;
- 6) scrutinising all remuneration paid to external third parties to ensure it is appropriate, justifiable and paid through legitimate channels;
- 7) requiring an 'annual declaration' to be completed by all Staff, confirming that they have received a copy of this Policy and are fulfilling its requirements; and
- 8) publicising this Policy (where appropriate) to external parties, including (but not limited to) customers, suppliers, business partners and wider stakeholders.

5.4.3 Further Guidance

Optiva applies a 'zero tolerance' approach to Illicit Practices and accordingly any breach of this Policy will result in disciplinary measures being taken against the person responsible.

Where it is suspected or confirmed that an external third party is guilty of bribing or attempting to bribe any individual at Optiva or its suppliers or customers, the manager/director/vice-president of the suspecting employee shall be immediately informed so that he/she may in turn inform the appropriate authorities and consider the propriety of immediately terminating any business dealings with such third parties in accordance with applicable law.

All those covered by the scope of this Policy are encouraged to raise concerns about any suspicious activity at the earliest possible stage using the relevant reporting mechanisms set up for this purpose. In the case of doubt, any concerns should be referred to the individual's manager/director/vice-president.

Optiva urges all Staff to review this Policy periodically to maintain familiarity with their business-conduct obligations.

5.5 Gifts, gratuities, amenities or favours

Some of our business acquaintances customarily distribute small gifts, gratuities, amenities or favors of reasonable value that are related to commonly recognized events or occasions such as promotions, a new job, a wedding, a retirement, a holiday or a birthday directly to a Optiva Staff member. In the event of such a gift or favor, each Staff member must decide conscientiously whether or not acceptance would give rise to a feeling of obligation, or could lead to misinterpretation.

Gifts or benefits that might tend to influence a Staff member's performance of his or her duty must not be accepted. Such gifts or benefits do not include gifts of nominal value or gifts that serve as general advertising for the donor or discounts or special concessions for all staff.

Gifts may also create a conflict of interest, and under certain circumstances, acceptance or solicitation of gifts may be a crime. Gifts that might tend to influence your performance of duty must not be accepted. Such gifts or benefits do not include gifts of nominal value or gifts which serve as general advertising for the donor or discounts or special concessions for all Optiva Staff.

Neither you nor members of your family, may accept a personal gift, benefit, service, form of entertainment or anything ("gift") of more than nominal value (\$200 or less) from clients, suppliers, or any other parties with whom we have contractual or other business arrangements.

If you receive a gift with a value exceeding \$200, or a gift with an unclear status under this section, promptly refer the matter to your immediate manager or Human Resources. It will then be determined whether the gift shall be retained, returned to the donor, or donated without tax deduction to a charitable organization.

Q: A supplier's representative offered me tickets to a fabulous concert. They are great seats and I can even take my kids. I feel a little guilty because I'm afraid this is a violation of our Code of Conduct and Business Ethics. But, I don't want to offend him or give up this once in a lifetime opportunity. Can I accept the tickets?

A: *Prior to accepting and attending the event, you should inform your supervisor and/or Human Resources. It is against our policy to accept gifts, entertainment and courtesies that exceed nominal value, especially if such gifts have any potential at all to affect our objectivity. Great concert tickets may fall into that category so be sure to check first.*

5.5 Answering outside requests for information

As a public company, Optiva has a responsibility for communicating externally with a single voice. Only authorized officials should handle requests for Company information. The law requires Optiva to disclose certain information about its business fairly and openly to the public. Staff should refer requests regarding

information about Staff or ex-Staff to the Human Resources Department. Staff should refer investor requests to the Chief Financial Officer. Media and industry analyst requests should be referred to the Chief Financial Officer. Optiva also reminds its Staff of their obligations under Optiva's Disclosure Policy which can be found on Optiva's intranet site.

5.6 Environmental laws and practices

Optiva commits to environmental responsibility relative to Optiva workplaces, customer sites, and the environment in general. Optiva Staff will seek to comply with laws and regulations regarding environmental quality and associated health and safety issues. Each Optiva Staff member will seek to conduct the Company's business in an environmentally responsible manner and not to engage in any activity that knowingly violates environmental laws or regulations or the environmental policies of any customers or other third parties applicable to Optiva activity.

5.7 Consultants, contractors and other non-Staff

Outside consultants, contractors, non-Staff and other third parties the Company engages to consult, act on behalf of, or otherwise represent Optiva must also act according to the Code and to the extent permitted under the circumstances, the Code shall form part of the terms of engagement of such outside parties. The Company will request that they acknowledge their compliance with the Code.

5.8 Fair competition

Optiva will not engage in any dishonest activity with competitors. It is unlawful in the United States and elsewhere to collaborate with competitors or their representatives for the purpose of establishing or maintaining prices at a particular level. It is Optiva policy not to discuss Client pricing with competitors at any time. Staff must never reveal information that might affect Client pricing rates to any individual outside Optiva's employ. Within Optiva, such information must be limited to those with a "need to know."

Remember, at all times, Optiva Staff should strive to act with the utmost integrity in all of your dealings. To our clients, prospects, competitors and vendors, you are Optiva.

Q: At a trade association meeting, I overheard an informal group of Optiva competitors discussing future product pricing. Could I have surreptitiously joined the conversation to gain some excellent competitive intelligence?

A: *Though it seemed like a good opportunity, it would have been unethical for you to represent yourself falsely, even through omission, to gain non-public competitive intelligence.*

6.0 Raising concerns or reporting violations

6.1 Resolving issues and concerns

All Staff, directors and officers of Optiva have a responsibility to report any concerns or violations of this Code of Conduct and Business Ethics to one of the people listed below. Address your questions or concerns to:

- Your manager, director or vice-president
- The Human Resources Department
- The Optiva confidential Hotline - “ConfidenceLine”

No Staff member will be subject to retaliation by Optiva for voicing concerns regarding violations of the Code if done so in good faith. Optiva has a strict policy against retaliation and will not tolerate retaliation against Staff for reporting violations of the Code. Optiva will investigate reports confidentially to the extent possible, subject to Optiva’s responsibilities relative to responding to the matter raised.

In the usual case, your manager is in the best position to address your concerns quickly. However, and depending on the circumstances, you are also free to direct any general or specific concern or question to any of the other contacts listed above. You may raise reports or questions orally, in writing and by e-mail.

Staff can bring concerns relating to the internal accounting practices and audit matters to the attention of the Chair of the Audit Committee of the Optiva Board of Directors by email to auditchair@optiva.com. In some circumstances, Staff may prefer an anonymous method of expressing concerns relating to more serious or sensitive matters or out of fear of retaliation. With this in mind, Optiva has a mechanism for confidential reports through an externally-managed reporting system called “ConfidenceLine”. This system exists specifically to enable anonymous reporting and is available twenty four hours a day, seven days a week. ConfidenceLine does not use any tracking, recording or call-tracing devices. ConfidenceLine is available via the following contact information:

Hotline Number: 1-800-661-9675

Online Reporting: <http://www.optiva.confidenceline.net/>

Q: I overheard two of my coworkers talking about an unethical situation that could potentially negatively affect the company. I’m not completely sure of what I heard so I probably should keep it to myself, right?

A: On the contrary, you should speak with a trusted manager or contact ConfidenceLine. Situations that affect the company negatively have an impact on all of us. That’s why we have the responsibility to speak up if we have any knowledge of misconduct - or even of any behavior that a reasonable person might construe as misconduct.

6.2 Penalties for violations

Optiva will take prompt and consistent action against violations of the Code. The Code is a Policy of Optiva and forms part of the contract of employment. Any

violations are subject to disciplinary action up to and including immediate termination. Optiva will investigate every report and take action as appropriate.

Conduct that may result in action, discipline, or termination of employment under the Code includes:

- Retaliation of any sort against an individual within Optiva for expressing or reporting, in good faith, a concern under the Code;
- An action that violates or facilitates the violation of the Code or applicable policies, rules, laws or regulations;
- Inducing, compelling, or requesting others to violate the Code;
- Failing to report a violation of the Code or willfully ignoring such a violation;
- Failing or refusing to cooperate in an internal investigation about a possible violation of the Code or applicable policies, rules, laws or regulations; and
- Failing or refusing to demonstrate the appropriate level of leadership, management, or diligence, based on your role in the company, that is necessary to advance compliance with the Code or applicable policies, rules, laws or regulations.

7.0 Questions, concerns, additional information

Staff may bring any questions or concerns to the attention of their manager, or a Human Resources representative.

The Code of Ethics and Business Conduct is not a comprehensive rulebook. The Code will be updated periodically with the policies herein subject to change and Staff are required to keep informed of current company policies. All Staff must review and acknowledge the Code on an annual basis.

Many of the items in the Code summarize more comprehensive policies that are available on the company Intranet.

Certain situations require specific advice. Staff should consult with the appropriate member of the management team in such cases.



Acknowledgement of compliance Optiva code of conduct and business ethics

I acknowledge that I have received and read a copy of the Optiva Code of Conduct and Business Ethics.

I understand that I am responsible for knowing and complying with the policies set out in the Code during my service with Optiva.

Signature:

Date:

Name:

(Sign and Print Name)

Please sign and return completed form to Optiva Human Resources Department