



OPTIVA INC.
(the "Company") CHARTER

FOR THE NOMINATION & GOVERNANCE COMMITTEE

1. Constitution and Purpose

The committee shall be established by resolution of the Board of Directors (the "**Board**") of the Company and shall be known as the Nomination & Governance Committee (the "**Committee**").

The purpose of the Committee is to:

- (a) oversee the Company's corporate governance policies and practices;
- (b) identify individuals qualified to become new Board members and propose and/or nominate said candidates for election as directors;
- (c) assist the Chair of the Board in overseeing the process of evaluation of the Board;
- (d) ensure that the Board and its Committees remain effective through on-going orientation, continuing education and regular self-assessments; and
- (e) report on the Committee's activities on a regular and timely basis to the Board.

2. Composition, Qualification and Membership

- 2.1 The members of the Committee shall be appointed by the Board from amongst the directors of the Company (the "**Directors**") and shall comprise of not less than three members. All of the members of the Committee shall be independent Directors, as that term is defined under National Policy 58-201.
- 2.2 The Chair of the Committee, who shall be an independent non-executive Director, shall be appointed by the Board, which shall determine the period for which he/she shall hold office.
- 2.3 Any member of the Committee may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office.
- 2.4 A quorum for decisions of the Committee shall be two members.
- 2.5 In order to fulfil the Committee's overall purpose, the members of the Committee should:
 - (a) have no personal financial interest, other than as shareholders in the Company (if applicable), in the Committee's decisions;
 - (b) have no "cross-directorships" which could be thought to offer scope for mutual agreements to nominate candidates;

- (c) be independent of the Company's management and free from any business or other relationship with the Company or any member of the Company's group which could materially interfere with the exercise of their independent judgement; and
- (d) have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the ambit of the Committee's business;

3. Attendance at meetings

- 3.1 The Committee may at each meeting appoint a Secretary to act as the Secretary of the meeting.
- 3.2 The Committee is authorised by the Board to invite the Chief Executive Officer and, if appropriate, such other members of management as considered necessary, to attend and speak at meetings (or parts thereof) of the Committee.

4. Frequency of meetings

- 4.1 The Committee shall meet at least once annually and at such other times as the Chair of the Committee shall require. The Board and any member of the Committee may request a meeting if they consider that one is necessary.
- 4.2 At least seven days' notice of any meeting of the Committee shall be given, although such notice may be waived or shortened with the consent of all the members of the Committee for the time being.

5. Authority

- 5.1 The Committee is authorized by the Board to investigate any matter within its responsibility.
- 5.2 The Committee is authorized by the Board to engage, at the cost of the Company, independent counsel or other independent professional advisors, including without limitation any search firm to be used to identify director candidates that it determines are necessary to permit it to carry out its duties. In obtaining outside advice, the Committee will act in consultation with the Chair of the Board.
- 5.3 The powers of the Committee may also be exercised by resolution in writing signed by all the members of the Committee.

6. Duties

- 6.1 The duties of the Committee shall include, but not be limited to:
 - (a) to review on an annual basis the Company's corporate governance policies and practices generally and make recommendations to the Board of Directors as appropriate.
 - (b) ensure that the Company's standards of ethical conduct are developed and monitored (Code of Conduct and Business Ethics).
 - (c) Review the Code of Conduct and Business Ethics in conjunction with the Audit Committee on an annual basis and recommend any changes to the Board;

- (d) establish the size and composition of the Board and qualification criteria for Board members reflecting an appropriate mix of expertise, skills, attributes and personal and professional backgrounds for service as an Independent Director of the Company; and
- (e) give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the Board, reporting to the Board annually;
- (f) identify individuals qualified to become new board members and recommending to the Board new director nominees for the next annual meeting of shareholders;
- (g) in making its recommendations, the Committee should consider:
- (h) the competencies and skills that the board considers to be necessary for the Board, as a whole, to possess;
 - (i) the competencies and skills that the Board considers each existing director to possess;
 - (ii) the competencies and skills each new nominee will bring to the boardroom; and
 - (iii) whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.
 - (iv) review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (i) make a statement in the Management Information Circular about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year;
- (j) confirm that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings;
- (k) confirm that all new directors receive a comprehensive orientation on the nature and operation of the Company's business;
- (l) provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current;
- (m) confirm that the Board and its committees as well as each individual director perform annual self-assessments regarding their effectiveness and contribution. The assessments should review:
 - (i) in the case of the Board or a Board Committee, the fulfilment and accuracy of its Charter; and

- (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board;
 - (n) consider and make recommendations to the Board about the re-appointment of any non-executive Director at the conclusion of their specified term of service;
 - (o) consider and make recommendations to the Board on any matter relating to the continuation in office of any Director at any time.
- 6.2 Perform an annual review of incumbent directors' performance and attendance at Board and Committee meetings in connection with the Nomination and Governance Committee's consideration of Directors to be slated for election at the Company's annual meeting. The review shall seek to identify specific areas, if any, in need of improvement or strengthening and shall culminate in a discussion by the full Board of the results and any actions to be taken. The review and evaluation will include, among other things, an assessment of:
 - (a) the Board's composition and independence;
 - (b) the Board's access to and review of information from management and the quality of such information;
- 6.3 the Board's responsiveness to shareholder concerns. Review the Company's Share Ownership Guidelines in conjunction with the Compensation Committee and recommend any changes to the Board on an annual basis.
- 6.4 Develop a process to determine when a conflict of interest issues exists and review any conflict of interest issues affecting a Director.
- 6.5 Establish and annually review a policy on rotating Committee assignments.
- 6.6 Review and assess annually the adequacy of the Board and Committees' Charters and Committee Chair Position Descriptions and make recommendations of changes to the Board.
- 6.7 Review the mandate of the Company's Disclosure and Compliance Committee in conjunction with the Audit Committee, and recommend any changes to the Board on an annual basis.
- 6.8 Review the Company's Diversity Policy and recommend any changes to the Board on an annual basis.
- 6.9 Review the Company's Policy on Disclosure in conjunction with the Audit Committee, and recommend any changes to the Board on an annual basis.
- 6.10 Review the Company's Whistle Blower Policy & Procedures in conjunction with the Audit Committee and recommend any changes to the Board on an annual basis.
- 6.11 Review the Company's Insider Trading Policy in conjunction with the Audit Committee, and recommend any changes to the Board on an annual basis.

- 6.12 Perform any other activities consistent with this Charter, the Company's by-laws, governance legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate.

7. Procedures

- 7.1 The Secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board. All decisions and recommendations of the Committee shall be reported to the Board.
- 7.2 In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, management and other members of the Board to provide input in order to address emerging issues.
- 7.3 The Committee shall set its annual agenda for review and approval by the Board to ensure compliance with the requirements of this Charter.
- 7.4 The Committee shall conduct an annual self-assessment of its performance and this Charter and shall make recommendations to the Board with respect thereto.
- 7.5 The Committee shall report at regularly scheduled Board meetings on matters coming before the Committee.

8. No Rights Created

- 8.1 This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements as well as in the context of the Company's article and By-laws, it is not intended to establish any legally binding obligations.