



**Optiva Inc.**  
**(the “Company”)**

**POSITION: Vice-Chair**

As delegated by the Board of Directors (the “**Board**”), the vice-chair (the “**Vice-Chair**”) position is established for the purpose of facilitating the functioning of the Board. The Vice-Chair, who shall be an independent (as such term is defined under applicable law) non-executive director, shall be appointed by the Board. The Board shall determine the period for which he/she shall hold office. The Vice-Chair shall have the following principal responsibilities:

1. Reviewing and approving meeting agendas and the annual scheduling of meetings.
2. Providing leadership to ensure that the Board functions independently of management of the Company.
3. Providing input to the chairperson of the Board (the “**Chair**”) on the quantity, quality and timeliness of information provided to the Board.
4. Assuming the responsibilities of the Chair during meetings of the Board when the Chair declares a conflict or otherwise excuses him/herself from the debate on an agenda item at a Board meeting and does not participate in a vote.
5. Presiding, in the absence of the Chair, at Board meetings and the annual meeting of shareholders.
6. Assisting the Chair to facilitate full and candid Board discussions, ensuring all directors express their views on key Board matters and assisting the Board in achieving a consensus.
7. Working with the Chair and the Chief Executive Officer to ensure that the Board is provided with the resources, including external advisers and consultants as considered appropriate, to permit it to carry out its responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
8. Performing such other duties as the Board may determine to be required from time to time.

This Vice-Chair position description shall be reviewed by the Nomination and Governance Committee on an annual basis. Any changes shall be recommended by the Nomination and Governance Committee to the Board for approval.