



## **Optiva Anti-Bribery & Corruption Policy**

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## 1. Introduction & Purpose

At Optiva Inc. (the “Company” or “Optiva”), we are committed to conducting our business with integrity, transparency, and fairness. We uphold the highest ethical standards in all of our operations across the globe, and we strictly prohibit any form of bribery or corruption.

As a company listed on the Toronto Stock Exchange (TSX), we are also committed to complying with Canadian anti-bribery and corruption laws, including the Corruption of Foreign Public Officials Act (CFPOA), as well as all relevant laws in countries where we do business, such as the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act.

Corruption and bribery are illegal and unethical. We do not engage in corruption and we never pay bribes, regardless of local custom or practice. Optiva’s position on corruption is clear: the offer, payment, authorization, solicitation, and acceptance of bribes, and other inappropriate advantages is unacceptable. This applies to both public officials, as well as private individuals and entities.

This Anti-Corruption and Bribery Policy sets out Optiva’s approach to the prevention of bribery and other forms of corruption.

## 2. Who Does this Apply To?

This policy applies to all individuals working for or representing Optiva or any of its subsidiaries or affiliates (collectively, the “Optiva Team Members”), including:

- Employees (full-time, part-time, and temporary)
- Directors and officers
- Contractors and consultants
- Third-party agents, suppliers, distributors, and any other intermediaries working on behalf of the company

## 3. Definitions

- 3.1. **Bribery:** The offering, promising, giving, receiving, or soliciting of any advantage (monetary or otherwise) with the intention of influencing the actions or decisions of an individual in a position of power.
- 3.2. **Corruption:** The abuse of entrusted power for private gain, typically involving bribery, fraud, or other unethical practices.
- 3.3. **Facilitation Payments:** Small, unofficial payments made to public officials to expedite routine government actions (e.g., processing permits). These are considered bribes and are prohibited under this policy.

- 3.4. **Public Official:** Any individual holding a legislative, administrative, or judicial office, whether elected or appointed, as well as employees of state-owned enterprises or international public organizations.

## 4. Prohibition on Bribery and Corruption

- 4.1. **No Bribery:** Optiva prohibits all forms of bribery, whether direct or indirect. Optiva Team Members must not offer, give, solicit, or accept any bribe or improper advantage, including but not limited to cash, gifts, favors, or services, in exchange for favorable treatment or business advantages.
- 4.2. **Facilitation Payments:** Optiva does not allow the use of facilitation payments, even in countries where such payments may be considered common practice. Any request for such payments must be refused and reported immediately.
- 4.3. **Third-Party Relationships:** Optiva will not engage in business with third parties who engage in bribery or corrupt practices. All third-party relationships, including agents, distributors, and consultants, must be vetted and monitored to ensure compliance with this policy.

## 5. Gifts, Hospitality & Entertainment

- 5.1. **Acceptable Conduct:** Modest gifts and hospitality that are reasonable and proportional, such as business lunches or promotional items of nominal value, are allowed if they are not intended to influence a decision. However, these should be infrequent and must not create any obligation or perception of influence.
- 5.2. **Prohibited Conduct:** Gifts or hospitality that are lavish, excessive, or intended to influence business decisions are strictly prohibited. Employees must not give or accept any gift, hospitality, or entertainment if it could appear to improperly influence a business relationship or decision. More guidance of gifts, hospitality and entertainment, including when approval must be obtained can be found in Optiva's Code of Conduct and Business Ethics.

## 6. Political Contributions & Charitable Donations

- 6.1. **Political Contributions:** Optiva does not make political contributions to any political party, organization, or individual. Employees may engage in personal political activities but must ensure these do not imply company support or involvement.
- 6.2. **Charitable Donations:** Any charitable donations made by Optiva must be transparent and approved by the VP Finance. Donations should not be used as a means to disguise a bribe or to secure an undue business advantage.

## 7. Record Keeping

- 7.1. **Accurate Books and Records:** Optiva must maintain accurate and transparent records of all business transactions, including gifts, hospitality, donations, and payments to third parties. All financial records must clearly reflect the true nature of the transaction and not conceal or misrepresent any element.
- 7.2. **Monitoring and Auditing:** Periodic audits will be conducted to ensure compliance with this policy. Employees and third parties must fully cooperate with internal and external audits and provide all necessary documentation.

## 8. Reporting Violations

Optiva Team Members are required to report any actual or suspected violation of this policy. Reports can be made through the following channels:

- Directly to your Manager or the Human Resources Department
- Anonymously, through Optiva's ConfidenceLine, via the following contact information:

Hotline Number: 1-800-661-9675

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

The ConfidenceLine is provided by an external service provider that specializes in offering confidential and 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.

Optiva will investigate all reports thoroughly, promptly, and confidentially. We will not tolerate retaliation against anyone who reports suspected bribery or corruption in good faith.

## 9. Consequences of Violations

Violations of this policy will result in serious consequences, including disciplinary action up to and including termination of employment or contract. In cases of legal violations, Optiva will cooperate with law enforcement agencies, which may result in civil or criminal penalties.

## 10. Governance and Review

The Board of Directors of Optiva is responsible for overseeing this policy and ensuring it is implemented effectively. The policy will be reviewed and updated periodically to reflect changes in laws, regulations, and business practices.