

Optiva Code of Conduct and Business Ethics

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3.0	CFO's office		

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.

Message from the Chief Executive Officer

At Optiva, our shared commitment to ethical conduct is the cornerstone of our culture, reputation and our success. We must always strive to interact with our stakeholders and each other in a way that is authentic, transparent and fair. These expectations not only apply to our team members across the globe, but also to our contractors, partners, suppliers, vendors, and board members. Our Code of Conduct and Business Ethics (the “**Code**”) guides our actions and serves as a resource to all of our Optiva Team Members. The Code ensures that every Optiva Team member understands what is expected and is guided by the same values regardless of your work location or role in our organization.

This Code covers a variety of situations, from the every day 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. Whenever the right thing to do is unclear, we trust you will seek guidance and support from the appropriate resource.

Integrity should be the foundation of everything we do and it starts with you and me. Our Code ensures the choices we make reflect our values as an organization and holds us accountable for doing the right thing. We take violations to our Code very seriously, and I encourage you to speak up if you witness or experience any Code breaches. Speaking up helps create an inclusive, sustainable and ethical workplace where we can all reach our full potential.

Thank you for your commitment to Optiva and for doing the right thing each and every day.

Rob Stabile
Chief Executive Officer

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1. Introduction & Scope

This Code of Conduct & Business Ethics (the “Code”) sets out basic principles to guide all directors, officers, employees, contractors, consultants and partners (“Optiva Team Members”) of the Optiva Inc. or any of its subsidiaries or affiliates (collectively, the “Optiva Group”) in the ethical conduct of business. From the inception of Optiva, we have taken pride in conducting our global business in a manner of high ethics with strict adherence to all of the laws and regulations of all the countries in which we do business. If a law conflicts with a policy in this Code, Optiva Team Members must comply with the law.

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, transparency and fairness while executing the Company’s business. All Optiva Team Members must conduct themselves accordingly, and seek to avoid even the appearance of improper behavior. We expect the same from our suppliers and service providers.

In this Code, we affirm our principles, and provide Optiva Team Members 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 Optiva Team Members to affirm their knowledge of and adherence to the Code on an annual basis. The Company urges all Optiva Team Members to review the Code periodically to maintain familiarity with their business-conduct obligations. Adherence to the Code is mandatory for all Optiva Team Members and forms a part of your obligations to Optiva. Optiva Team Members who violate the standards of this Code will be subject to disciplinary action, which could include the termination of their employment or other relationship with the Optiva Group.

2. Our Shared Responsibility

2.1. *Optiva Team Members*

Ethical behaviour is an individual responsibility and we are all required to act in a manner consistent with high ethical standards. It is the responsibility of all Optiva Team Members in the Optiva Group to understand the Code and apply the guidelines in this Code to everyday actions and decisions. If you have questions or concerns, please seek advice from your manager or our Human Resources Department. As Optiva Team Members, you have an obligation to report any suspected or actual violations of this Code and/or of any other Optiva policy.

2.2. *Board and Executive Responsibility and Accountability*

The Board of Directors has overall responsibility for the Code, and must approve any changes before they can be put into practice.

The Chief Executive Officer and executive leadership team of Optiva is responsible for the communication and implementation of the Code, such that it is put into practice

across the Optiva Group. The Chief Executive Officer and executive leadership team must create an environment where Optiva Team Members 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 Optiva Team Members comply with the ethical business conduct expectations of the Company.

3. Promoting a Safe & Respectful Work Environment

Optiva is committed to providing a safe and respectful work environment in which all individuals are treated with dignity and respect.

We engage in practices that ensure our work is done safely, with respect to our physical workspace, work processes, and use of equipment.

Optiva does not tolerate harassment, including sexual harassment or bullying, or unlawful discrimination by or against anyone in our workplace. As well, we do not tolerate acts of violence or threats of acts of violence, intimidation or verbal abuse in our workplace. We adhere to the applicable human rights and/or workplace health and safety legislation in all countries in which we operate.

3.1. *Harassment and Discrimination*

Harassment

Harassment is behaviour that can cause offense, humiliation, intimidation, embarrassment or distress. Optiva does not tolerate harassment in any form. You should voice your concerns about this type of behaviour of your co-workers, your leaders, as well as the behaviour of third parties, such as clients and suppliers.

Harassment can take many forms - verbal, written, electronic, visual or physical. Examples include jokes, derogatory, degrading, or insulting remarks, gestures or communications, refusal to work or cooperate with others, adverse employment actions based on an employee's legally protected status, and making a work benefit dependent upon performing sexual favours or threatening retaliatory action for refusal to perform sexual favours.

Unlawful Discrimination

Unlawful discrimination means treating someone unfairly on the basis of their race, colour, religion, sex, sexual orientation, gender identity, national origin, citizenship, creed, age, marital status, family status, disability, or any other ground prohibited by law.

Optiva promotes and encourages mutual respect between employees at all levels and does not tolerate unlawful discrimination against anyone including candidates,

co-workers, clients, or anyone else we encounter in our work.

If you experience, encounter, or observe any harassment or unlawful discrimination, speak up and report it.

3.2. *Valuing Diversity & Inclusion*

We believe that our team members are our greatest asset. Optiva's commitment to diversity and inclusion is at the core of our values. We recognize that in all areas of our business, different perspectives, experiences and backgrounds bring innovative ways of thinking that help us drive better decision making, insights and solutions. We are all responsible for helping to maintain a workplace where everyone feels valued and encouraged to contribute, as well as an environment where all of us have an equal opportunity to succeed.

3.3. *Alcohol & Other Substances*

As a general rule, consuming alcohol or substances in the workplace, other than medication for which you have a valid prescription, is not permitted. You may not use alcohol or substances in any way that interferes with the performance or your duties or safety in the workplace. If any of these things occur, you may be sent home and may be subject to disciplinary action, up to and including termination of employment. If the use of prescription medication or other substances is related to a health condition, and it limits your abilities at work, please discuss this with your manager or the Human Resources Department.

3.4. *Preventing Human Trafficking*

We strictly prohibit Optiva Team Members from engaging in or taking any actions that would condone human trafficking related activities. If you become aware of any such activities by co-workers, clients, vendors or anyone else you encounter in our work, you must report it immediately to your manager, the Human Resources Department and through Optiva's ConfidenceLine (see Section 5.1).

4. Our Business Practices

4.1. *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 Optiva Team Members must report any cases or suspected cases of financial or operational misrepresentation or impropriety promptly. Optiva Team Members may report concerns to any member of the Disclosure & Compliance Committee, the Ethics & Compliance Committee or by using our third-party, externally-hosted report system called "ConfidenceLine" as described in Section 5.1.

4.2. *Competing Fairly & Openly, and Customer Relations*

The fair treatment of our customers is an integral part of our ethical culture. Although we compete vigorously in every market in which we participate, we are committed to conducting business in compliance with all competition and antitrust laws which prohibit us from engaging in activities intended to restrict or lessen competition. This means we cannot make agreements with competitors to fix prices, or allocate sales, clients or territories. We cannot discuss with outsiders strategic information on topics such as pricing, product development and client lists. All commitments to our customers must adhere to Optiva's Commercial Proposals & Customer Contracts Policy.

4.3. *Conflicts of Interest*

One important way we demonstrate integrity in doing business is by ensuring that we always act in the best interest of Optiva, our clients and our shareholders. Optiva Team Members must not put their own personal interests, or those of anyone personally associated with them, ahead of Optiva, our clients or our shareholders and we must avoid any situation that could be perceived as doing so.

Examples of situations that could give rise to a conflict of interest include:

- Outside employment that interferes with performance or responsibilities to Optiva, or competes with the business goals of Optiva
- Involvement with a direct competitor of Optiva, including consulting arrangements, directorships, and material equity positions
- Business interests in customers or suppliers that compromise the fiduciary responsibilities to Optiva
- Acquisition of a business that may be of interest to Optiva
- Employment or entering into business arrangements with family members unless approved by the business unit head or the CEO.

It is not possible to list all of the possible examples of conflicts of interests. If an Optiva Team Member becomes aware of a situation (including those involving immediate family members, or anyone who permanently resides with Optiva Team Members) that could reasonably be expected to give rise to a conflict of interest, they should discuss the matter promptly with the Human Resources Department. Optiva Team Members who do not disclose a conflict of interest will be in violation of the Code and subject to disciplinary action.

4.4. Insider Trading

Optiva is a publicly-listed company trading on the Toronto Stock Exchange and we are committed to complying with all securities laws and regulations in the countries in which we operate and conduct business. Optiva Team Members must comply with Optiva's Insider Trading Policy that regulates share trading by Optiva Team Members. The Optiva Insider Trading Policy can be found on Optiva's intranet site.

"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 Optiva Team Members and on the recipients of insider information. Optiva Team Members, and family members must not buy or sell publicly traded securities while in possession of non-public inside information concerning Optiva, its customers, suppliers, or other third parties.

4.5. Political Activities & Contributions

Optiva Team Members 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. Optiva Team Members may not use company funds, facilities or assets directly or indirectly to support a political party or candidate.

4.6. Use & Protection of Company Systems, Assets, Trade Secrets and Technology Assets

Optiva expects Optiva Team Members to use all reasonable efforts to protect Optiva assets including intellectual property, data, trade secrets, facilities, equipment and other property from destruction, waste, unauthorized use, loss, theft, abuse or misuse. Optiva Team Members may not use Company property for personal use or benefit and must be able to account for the whereabouts and security of Company property assigned to them at all times.

Optiva has established a mandatory User Information Security Policy which amongst other provisions, includes guidance pertaining to acceptable use of the company provided Internet access and company systems as well as guidance regarding the safeguarding of these assets. It is the responsibility of all Optiva Team Members to be familiar with and follow all of the provisions of the User Information Security Policy.

Except as the law may otherwise provide, Optiva Team Members 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.

If you suspect an information security incident or breach, please contact the IT Department and advise your manager.

4.7. Confidential Information

All Optiva Team Members must sign an Agreement to Protect Confidential Information at the start of their relationship with Optiva (and from time to time if the Company requests it), and agree to be bound by its terms and conditions at all times.

Except during the course of normal job duties, Optiva Team Members 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.

“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 Optiva Team Members must actively protect at all times.

We expect all Optiva Team Members 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.

Optiva also requires Optiva Team Members 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.

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

4.8. Anti-Bribery and Anti-Corruption Policy

Optiva is committed to complying with the letter and the spirit of all anti-bribery and anti-corruption laws in the countries in which we operate. These laws generally prohibit the offering, giving or accepting anything of value that can improperly influence business decisions or result in obtaining improper business advances. Further guidance on identifying and avoiding facilitation payments, bribes, and other forms of improper payment or benefit activities is provided in our Anti-Bribery and Corruption Policy.

If you are offered or asked for a bribe, no matter how small, refuse it, clearly state that it is our policy to never accept/give it, and report it immediately to your manager or the Human Resources Department. Any violations of Optiva's Anti-Bribery and Corruption Policy will be subject to disciplinary action, which could include the termination of your employment or other relationship with the Optiva Group.

4.9. *Gifts, Gratuities, Amenities or Favours*

Gifts and entertainment are generally recognized as important parts of doing business, developing business relationships and building goodwill. You cannot accept any benefit that may in any way influence, or appear to influence, your judgment or ability to make objective business decisions. You also cannot offer gifts, favours, benefits or entertainment that may be perceived as inappropriately influencing another party's dealings with Optiva.

Consider the following questions when accepting from or offering to external parties any gifts, favours, hospitality, entertainment or other benefits:

- Is it an unaccepted business practice in the region?
- Is the value involved more than a nominal and reasonable amount given the circumstances?
- Does this occur frequently?
- Would doing so make it difficult to make a fair and unbiased business decision?
- Would it embarrass Optiva or the other party if it was publicly disclosed?
- Does it violate any laws or our internal anti-bribery and anti-corruption policies/processes?

Optiva's policy is that if you receive or wish to make a gift with a value exceeding \$25 per person or incur (or benefit from) entertainment costs including meals exceeding \$100 per person, you must obtain approval from your executive leadership team leader.

Special laws apply to gifts and entertainment when dealing with government officials or individuals tied to state-owned or controlled enterprises. Approval must be obtained from the Chief Executive Officer prior to offering or extending gifts and entertainment to government officials.

4.10. *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. Optiva Team Members should refer requests regarding information about Optiva Team Members or ex-Optiva Team Members to the Human Resources Department. Optiva Team Members should refer investor, media, and industry analyst requests to the Chief Executive Officer. Obligations under Optiva's Disclosure Policy can be found on Optiva's intranet site.

4.11. *Environmental Laws and Practices*

Optiva Team Members must conduct the Company's business in an environmentally responsible manner and not engage in any activity that knowingly violates environmental laws or regulations or the environmental policies of any customers or other third parties when conducting Optiva business.

5. Raising Concerns or Reporting Violations

5.1. *Resolving Issues and Concerns*

If you are not sure how to apply the letter and spirit of the Code in any situation, or if you would like to report a possible breach of the Code, you should talk to your Manager or the Human Resources Department.

If you would like to anonymously report a possible breach of the Code, or you feel your concerns have not been responded to or addressed appropriately using other reporting methods, you may access our 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 takes all reports of concerns and allegations of breaches of the Code seriously. All reports will be reviewed and investigated lawfully, discreetly, fairly, professionally and in a timely manner. All reports are treated confidentially so your identity in any follow up discussions or inquiries will be kept in confidence to the extent appropriate or permitted by law. Your cooperation during the review and investigation contributes to a successful resolution. It is important to speak up by reporting, because failing to do so could be a breach of the Code.

5.2. *Our Commitment against Intimidation and Retaliation*

Optiva strictly prohibits any form of intimidation or retaliation against an Optiva Team Member for reporting possible breaches to the Code. If you report a possible breach, no action will be taken against you, even if we cannot confirm the breach. However, mischievous or malicious allegations of a breach is itself a breach of our Code.

Any Optiva Team Member who attempts in any way to intimidate or retaliate against anyone who reports a possible breach of the Code will face disciplinary action, up to and including termination of employment or other agreement.

Acknowledgment 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: Name:

Date:

(Sign and Print Name)

Please sign and return completed form to Optiva Human Resources Department

Frequently Asked Questions

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 an Optiva Team 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 "Confidenceline", our toll-free, anonymous, third-party reporting hotline.

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.

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 Team Members 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 Team Members - who do not have a legitimate business need to know it.

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.

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.

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.

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: 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.

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 Optiva Team Members 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.

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.

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.

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: 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.

Q: Valerie is running in a local election and wants to use her company computer to design her campaign flier 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.

Q: I have a really great job offer from a competitor and they are working on a project similar to what I have worked on with Optiva. I know that if I use some of my work that I did with Optiva, I can really help them move the project forward quickly. Is this okay?

A: No, you are not permitted to use or disclose any confidential information, proprietary data, or work product developed during your time at Optiva after leaving the company, even if you join a competitor. This includes trade secrets, source code, algorithms, customer lists, business strategies, or other sensitive information. Such actions would violate the confidentiality agreement you entered into with Optiva and may lead to legal consequences. It is your responsibility to ensure that your new role at a competitor does not break your continuing obligations to Optiva.