

Optiva Inc.
(the “Company”)



POSITION: Chairman of the Board

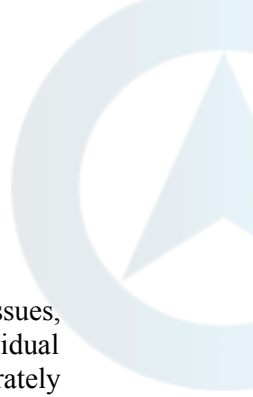
The Board of Directors (the “Board”) has the ultimate authority and responsibility for the Company, and the Chair provides general direction to the Board. The Board appoints the Chair of the Board and determines the duration of their terms. The Chairman of the Board is responsible for the effective performance of the Board and shall have the following principal responsibilities:

1. Corporate Governance

- 1.1. Ensuring the Board develops the Company's approach to corporate governance, including development of a set of corporate governance principles and guidelines that are specifically applicable to the Company and publishing a Corporate Governance Statement annually that describes how it achieves good governance.
- 1.2. Ensuring that the governance framework for the Board of Directors is reviewed annually by the Board to ensure compliance with any new regulatory developments as well as governance best practices.
- 1.3. Setting the “tone” for the Board to foster ethical and responsible decision making by the Board and its individual members.

2. Board Meetings

- 2.1. In conjunction with the Chief Executive Officer (the “CEO”) and the Corporate Secretary, setting the Board agendas and ensuring that the Company's strategic direction, including the Company's vision/mission/values, is defined and communicated to the Board for its approval and that all matters of strategic importance are being regularly dealt with at the Board level during the course of the year. In setting the meeting agendas, the Chairman shall encourage Board members to provide input in order to address emerging issues.
- 2.2. Ensuring that the Board meets at least quarterly and at such other times as considered necessary.
- 2.3. Ensuring that the independent directors hold regularly scheduled meetings at which non independent directors and members of management are not in attendance.
- 2.4. Ensuring that the Board has the adequate resources in support of its work and that the Board is provided with appropriately balanced (i.e. relevant and concise) information distributed in advance of the meetings to allow Board members sufficient time to study and understand the information.
- 2.5. Inviting members of the executive team and/or management to attend meetings and give presentations for their area of responsibility, as considered necessary for the orientation of the Board members.



- 2.6. Chairing meetings, including debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision making is reached and accurately recorded.

3. Board and Committee Composition

- 3.1. Considering and suggesting to the Nomination Committee candidates for Board and Committee membership and participating with the Nomination Committee in the selection of candidates to be submitted to the Board for approval.
- 3.2. Ensuring that the Board establishes formal processes for determination of independence of its members and dealing with any conflict of interest situations.
- 3.3. In conjunction with the Nomination Committee, ensuring that the Board has established proper Committee structure comprised of fully qualified and independent members.
- 3.4. In conjunction with the Nomination Committee, ensuring that the Board members receive proper orientation and continuing education.

4. Board Committees

- 4.1. In conjunction with the Committee Chairs, ensuring that the Committees have written Charters and Committee Chair Position Descriptions which are reviewed annually.
- 4.2. Ensuring that the Board Committees set their annual agendas and submit them to the Board for approval.
- 4.3. Ensuring that the Board Committees submit a report, either orally or in writing, to the Board after each Committee meeting summarizing the Committee decisions and recommendations.

5. Executive Relations

- 5.1. Together with the CEO, developing a clear position description for the CEO and authority guidelines which delineate management's responsibilities.
- 5.2. Ensuring that the Board as a whole addresses the appointment and succession planning for the CEO.
- 5.3. Ensuring that the Board as a whole deliberates and sets appropriate strategic and measurable objectives for the CEO and other members of the Executive Team.
- 5.4. In conjunction with the Compensation Committee, ensuring that the compensation and performance evaluation of the Chief Executive Officer and other members of the executive team are performed on a timely basis.



- 5.5. Maintaining effective working relationships between Board members, the CEO and other executives and ensuring that the boundaries between Board and management responsibilities are clearly understood and respected.

6. Shareholder Relations

- 6.1. Attending and, when possible, chairing the Annual General Meeting and/or special meetings of the shareholders is highly recommended to respond to any shareholder questions on the activities and responsibilities of the Board.
- 6.2. Facilitating communications between the Board and the Company's shareholders.

This Board of Directors 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.