



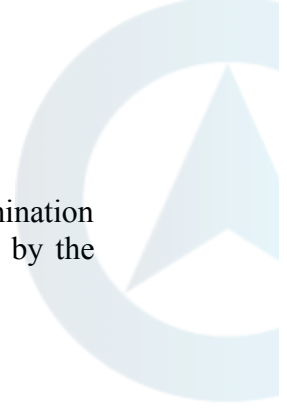
OPTIVA INC.
(the “Corporation”)

POSITION: Chairman of the Compensation Committee

As delegated by the Board of Directors (the “**Board**”), the Compensation Committee (the “**Committee**”) is established for the purpose of assisting the Board in carrying out its responsibilities by reviewing the Chief Executive Officer (“**CEO**”) and non-CEO executive officers’ (the “**Executives**”) compensation in support of the achievement of the Company’s business strategy and making recommendations to the Board as appropriate. The Chairman of the Committee, who shall be an independent as that term is defined under *National Policy 58-201 – Corporate Governance Guidelines*, shall be appointed by the Board. The Board shall determine the period for which he/she shall hold office. The Chairman of the Compensation Committee is responsible for effective performance of the Committee and shall have the following principal responsibilities:

1. Overseeing the affairs of the Committee, monitoring its effectiveness, building and managing the composition and structure of the Committee, managing Committee meetings, guiding deliberations in order for the Committee to meet the requirements of its Charter, and ensuring that proper oversight is exercised.
2. Chairing Committee 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. Fostering ethical and responsible decision making by the Committee and its individual members.
4. Setting the Committee agendas in consultation with the Executive Team of the Company, and ensuring that the Company’s compensation practices are reviewed by the Committee as necessary and that these practices are reported to the Board as necessary. In setting meeting agendas, the Chairman of the Committee shall encourage Committee members, management and other members of the Board to provide input in order to address emerging issues.
5. Setting the Committee’s annual agenda for review and approval by the Board to ensure compliance with requirements of the Committee’s Charter.
6. Ensuring that the Committee meets at least twice a year and at such other times as considered necessary.

7. Ensuring that the Committee has the adequate resources in support of its work and that the Committee is provided with appropriately balanced (i.e. relevant and concise) information distributed in advance of the meetings to allow Committee member's sufficient time to study and understand the information.
8. Inviting the Chairman of the Board, other Board members, and member/s of the Executive Team of the Company to attend and speak at meetings of the Committee.
9. Inviting other members of management to attend meetings and give presentations for their area of responsibility, when considered necessary for the orientation of Committee members.
10. Considering and suggesting to the Nomination and Governance Committee candidates for Compensation Committee membership and participating with the Nomination and Governance Committee in the selection of candidates to be submitted to the Board for approval.
11. Ensuring that new Committee members are provided with an orientation program to educate them on the Company, their responsibilities, and the Company's compensation practices.
12. Assessing areas for training with members to enhance the overall performance of the Committee, to measure the effectiveness of the Committee.
13. Participating with the Board in establishing performance goals and self-assessments of the Committee and reviewing the Committee's Charter on an annual basis.
14. Ensuring that the Committee meets the requirements of its written Charter and the performance criteria as set out by the Board.
15. Reporting to the Board, either orally or in writing, after each meeting of the Committee on matters considered by the Committee and any recommendations to the Board thereon.
16. Maintaining effective working relationships between Committee members, the Board, and the Executive Team of the Company, external compensation advisors, other executive officers and management.
17. Attending the Annual General Meeting of the Company, is highly recommended, in order to respond to any shareholder questions arising from the Committee's annual report to shareholders, as well as compensation principles and practices.
18. Providing such additional services as may be assigned by the Board or the Committee.



This Compensation Committee 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.