



Optiva Inc.
(Formerly Redknee Solutions Inc.)

**NOTICE OF
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 5, 2019**

AND

MANAGEMENT INFORMATION CIRCULAR

January 23, 2019

**NOTICE OF ANNUAL AND
SPECIAL MEETING OF SHAREHOLDERS
March 5, 2019**

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting (the "Meeting") of holders of Subordinate Voting Shares of Optiva Inc. (the "Corporation") will be held on Tuesday, March 5, 2019, at 2233 Argentia Rd., East Tower, Ground Floor, Room 108, Mississauga, Ontario, Canada commencing at 10:00 am for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended September 30, 2018, together with the auditors' report thereon;
2. to elect directors;
3. to re-appoint auditors and to authorize the directors to fix the remuneration of the auditors;
4. to consider and, if thought advisable, to pass, with or without variation, an ordinary resolution substantially in the form of resolution attached as Schedule II to the Circular authorizing an amended and restated share unit plan for the Corporation; and

to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy ("Form of Proxy") and the Circular. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. The board of directors (the "Board") of the Corporation have fixed the close of business on January 23, 2019 as the record date for the determination of the holders of Subordinate Voting Shares (the "Shareholders") entitled to notice of, and to vote at, the Meeting, and any adjournment thereof.

Registered Shareholders who are unable to attend the meeting in person may complete, date and sign the enclosed Form of Proxy and send it in the enclosed envelope or otherwise to the attention of the Proxy Department of Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1. To be effective, a proxy must be received no later than 10:00 a.m. on March 1, 2019. Instead of mailing your proxy, you may choose to vote using the telephone or the Internet. To vote using the telephone, call (866) 732-8683. To vote using the Internet log on to www.investorvote.com. If you vote by telephone or the internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of your proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Toronto, this January 23, 2019.

BY ORDER OF THE BOARD OF DIRECTORS
"Danielle Royston"
Danielle Royston
Chief Executive Officer



OPTIVA INC.

MANAGEMENT INFORMATION CIRCULAR

In this Management Information Circular (the “Circular”) all information provided is current as of January 23, 2019 unless otherwise indicated.

FOREIGN CURRENCY

In this Circular, unless otherwise specified or the context otherwise requires, all references to \$ are to U.S. dollars and all references to "CDN \$" are to Canadian dollars. For the fiscal year ended September 30, 2018 (“Fiscal 2018”), all currency amounts, except where otherwise indicated, have been converted into U.S. dollars at end-of-day foreign exchange rate on September 28, 2018, the last business day of Fiscal 2018. At that date, the exchange rate, as reported by the Bank of Canada, was CDN \$1.00 = US\$0.7725.

STOCK CONSOLIDATION

On April 6, 2018, the Subordinate Voting Shares of the Corporation were consolidated on a 50:1 basis. All Subordinate Voting Share numbers provided for in the Circular are shown on a post-consolidation basis. Where Subordinate Voting Share numbers are shown for a period prior to April 6, 2018, those numbers have been expressed on a post-consolidation basis

SOLICITATION OF PROXIES

THIS CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION, BY OR ON BEHALF OF THE MANAGEMENT OF OPTIVA INC. ("OPTIVA" OR THE "CORPORATION"), OF PROXIES TO BE USED AT THE CORPORATION'S ANNUAL AND SPECIAL MEETING (THE "MEETING") OF THE HOLDERS OF SUBORDINATE VOTING SHARES (THE "SHAREHOLDERS") OF THE CORPORATION (THE "SUBORDINATE VOTING SHARES") TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING (THE "NOTICE OF MEETING") OR AT ANY ADJOURNMENT THEREOF.

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation's transfer agent, Computershare Investor Services Inc., at nominal cost. The cost of soliciting will be borne by the Corporation. The Corporation is not sending proxy-related materials to registered or beneficial owners of the Subordinate Voting Shares using the notice-and-access provisions set out in *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”).

APPOINTMENT OF PROXIES

THE PERSONS SPECIFIED IN THE ENCLOSED FORM OF PROXY ARE AUTHORIZED REPRESENTATIVES OF THE CORPORATION. EACH SHAREHOLDER HAS THE RIGHT TO APPOINT AS PROXYHOLDER A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) TO ATTEND, ACT AND VOTE FOR SUCH SHAREHOLDER AT THE MEETING OTHER THAN THOSE NAMED IN THE ENCLOSED FORM OF PROXY.

A person or company whose name appears on the books and records of the Corporation as a holder of Subordinate Voting Shares is a registered shareholder ("Registered Shareholder"). A non-registered shareholder ("Non-registered Shareholder") is a beneficial owner of Subordinate Voting Shares whose Subordinate Voting Shares are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates).

Registered Shareholders

A Registered Shareholder can vote Subordinate Voting Shares owned by it at the Meeting in one of two ways: (i) in person at the Meeting or (ii) by proxy. A Registered Shareholder who wishes to vote in person at the Meeting should not complete or return the Form of Proxy included with this Circular. A Registered Shareholder desiring to appoint some person other than those named in the enclosed Form of Proxy to represent such Registered Shareholder at the meeting may do so either by inserting such person's name in the blank space provided in the enclosed Form of Proxy and striking out the names of the two specified persons or by completing another proper Form of Proxy and, in either case, delivering the completed proxy to the Corporation, c/o Computershare Investor Services Inc., the Corporation's Registrar and Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by no later than 10:00 am (Toronto time) on March 1, 2019, or, in the case of any adjournment of the Meeting, by no later than 10:00 am (Toronto time) on the second business day immediately preceding any adjournment thereof. Alternatively, you may choose to vote using the telephone or the Internet by following the instructions on your Form of Proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of the Form of Proxy.

Non-Registered Shareholders

Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the Form of Proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, the Form of Proxy must be received by Computershare Investor Services Inc. no later than March 1, 2019 at 10:00 a.m. (Toronto time), or in the case of any adjournment of the Meeting, on the second business day immediately preceding any adjournment thereof.

Non-registered Shareholders who have not objected to their intermediary disclosing certain information about them to the Corporation are referred to as "NOBOs" (non-objecting beneficial

owners), whereas Non-registered Shareholders who have objected to their intermediary disclosing ownership information about them to the Corporation are referred to as "OBOs" (objecting beneficial owners). In accordance with NI 54-101, the Corporation has elected to send the Notice of Meeting, this Circular and the Form of Proxy or voting instruction form (collectively, the "Meeting Materials") indirectly through intermediaries to the NOBOs and OBOs.

Unless you have waived your right to receive the Meeting Materials, intermediaries are required to deliver them to you as a Non-registered Shareholder of the Corporation and to seek your instructions on how to vote your Subordinate Voting Shares. Typically, a Non-registered Shareholder will be given a voting instruction form which must be completed and signed by the Non-registered Shareholder in accordance with the instructions on the form. The purpose of these procedures is to allow Non-registered Shareholders to direct the voting of those Subordinate Voting Shares that they own but which are not registered in their own name.

Please note that the Corporation has limited access to the names of its Non-registered Shareholders. If you attend the Meeting, the Corporation may have no record of your shareholdings or of your entitlement to vote unless your intermediary has appointed you as proxy holder. If you are a Non-registered Shareholder and wish to attend and vote in person at the Meeting, you must insert your own name in the space provided for the appointment of proxy holder on the voting instruction form and carefully follow the instructions for return of the executed form. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the Corporation's transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the Non-registered Shareholder with respect to the voting of Subordinate Voting Shares will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Subordinate Voting Shares represented by intermediary "non-votes" will, however, be counted in determining whether there is a quorum.

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the Shareholder or by the Shareholder's attorney, who is authorized in writing, at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the chairman of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A Shareholder may also revoke a proxy in any other manner permitted by law.

VOTING OF PROXIES

On any ballot that may be called for, the Subordinate Voting Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Corporation in the enclosed Form of Proxy will be voted or withheld from voting in accordance with the

instructions given on the Form of Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Subordinate Voting Shares will be voted accordingly.

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Subordinate Voting Shares represented by properly executed proxies given in favour of the person(s) designated by management of the Corporation in the enclosed Form of Proxy will be voted on such matters pursuant to such discretionary authority.

VOTING OF SUBORDINATE VOTING SHARES

Voting Subordinate Voting Shares

As at the date of this Circular, the issued and outstanding capital of the Corporation consists of 5,233,047 Subordinate Voting Shares, each carrying the right to one vote per share at all meetings of Shareholders. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote. Holders of Subordinate Voting Shares are entitled to elect three (3) of the Corporation's seven (7) directors with the remaining four (4) directors being elected by the Investor (as defined below) as the sole holder of the Preferred Shares (as defined below). See "Preferred Share Directors".

Record Date

The record date for the purpose of determining the Shareholders entitled to receive notice of and vote at the Meeting (the "Record Date") has been fixed as January 23, 2019.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at the date of this Circular no person beneficially owns, directly or indirectly, or controls or directs voting securities carrying 10% or more of the voting rights attached to the outstanding Subordinate Voting Shares of the Corporation, other than the following:

1. ESW Capital, LLC, together with ESW Investment Corp. (previously Wave Systems Investment Corp.) and ESW Holdings, Inc. (previously Wave Systems Corp.) as joint actors, which, according to SEDI filings, disclosed the exercise of control or direction over 1,476,851 Subordinate Voting Shares representing approximately 28.2% of the outstanding Subordinate Voting Shares;
2. EdgePoint Investment Group Inc. which disclosed in an Alternative Monthly Report, that as of May 31, 2018, it exercised control or direction over 538,868 Subordinate Voting Shares representing approximately 10.3% of the outstanding Subordinate Voting Shares; and

3. Maple Rock Capital Partners Inc. which disclosed in an Alternative Monthly Report, that as of October 31, 2018, it exercised control or direction over 940,591 Subordinate Voting Shares representing approximately 17.9% of the outstanding Subordinate Voting Shares.

INTEREST IN MATTERS TO BE ACTED UPON

The Corporation is not aware of any material interest of any director or nominee director, or executive officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors.

PREFERRED SHARE DIRECTORS

Background

On January 26, 2017, the Corporation closed the transactions provided for in a subscription agreement (the "ESW Agreement") with ESW Capital, LLC ("ESW Capital") and Wave Systems Corp. (now ESW Holdings Inc.) (the "Investor"). Pursuant to the ESW Agreement, the Corporation completed a private placement (the "ESW Transaction") to the Investor of (A) 800,000 Series A Preferred Shares of the Corporation (the "Preferred Shares"), and (B) a common share purchase warrant of the Corporation, for gross proceeds of US\$83.2 million. Upon the completion of the ESW Transaction, the Investor, as the holder of the Preferred Shares, became entitled to elect a number of directors that will be a majority of the Board, with the holders of the Subordinate Voting Shares being entitled to elect the balance of the directors. Currently, the number of directors on the Board is proposed to be seven (7), with four (4) of such directors (the "Preferred Share Directors") being nominated and subsequently elected by the Investor.

Election of Preferred Share Directors

Pursuant to the articles of the Corporation, the holders of Preferred Shares are entitled to nominate the Preferred Share Directors and to elect such nominees as directors of the Corporation at an annual meeting of the holders of Preferred Shares at which only the holders of Preferred Shares are entitled to vote. Such meeting of holders of Preferred shares is to be held on an annual basis on the business day immediately following the date of the annual meeting of holders of Subordinate Voting Shares and is currently scheduled to take place on March 6, 2019, being the business day immediately following the Meeting.

The Corporation has been informed that the Investor, as the sole holder of Preferred Shares, intends to vote in favour of the election of each of Messrs. Anaipakos, Brighton, Helling and Price (collectively, the "Preferred Share Nominees") as the Preferred Share Directors. Following such election, each Preferred Share Director will hold office until the business day following the next annual meeting or until the successor of such Preferred Share Director is duly elected or appointed in accordance with the Corporation's by-laws. Each of the Preferred Share Nominees presently serves as a director of the Corporation and has served in such role since January 25,

2017. Further information, including biographical information, on the Preferred Share Nominees is provided below under “Matters to be Acted Upon at Meeting - Election of Directors.”

MATTERS TO BE ACTED UPON AT MEETING

Financial Statements – Year-end 2018

A copy of the Corporation's consolidated financial statements for the year ended September 30, 2018 and the auditor's report thereon was mailed to all Registered Shareholders and intermediaries.

Election of Directors

There are currently seven (7) directors on the Board, including the four (4) Preferred Share Directors. The number of directors to be elected at the Meeting is three (3). Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed in accordance with the by-laws.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below.

Shareholders will vote for the election of each individual proposed director nominee separately. The Corporation has adopted a majority voting policy for the election of directors whereby any nominee director (in an uncontested election) who is not elected by at least a majority (50% +1 vote), of the votes cast with respect to his or her election in person or by proxy, will be considered by the Board to have not received the support of the Shareholders and is expected to immediately tender his or her resignation to the Board, to take effect upon acceptance by the Board. A director nominee who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. The Board will, within 90 days of receiving the final voting results, determine whether to accept, delay or reject such director's offer to resign, and will promptly issue a press release with the Board's decision. If the Board determines not to accept the resignation, the press release will fully state the reasons for the decision. See "Statement of Corporate Governance Practices – Majority Voting Policy".

All of the proposed nominees to be elected at the Meeting and all of the Preferred Share Nominees presently serve as directors of the Corporation and have served since the dates set forth in the table below. There are no contracts, arrangements or understandings between any director or executive officer or any other person pursuant to which any of the proposed nominees has been nominated, other than the Preferred Share Nominees.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Subordinate Voting Shares represented by properly executed proxies given in favour of such nominee(s) may be

voted by the person(s) designated by management of the Corporation in the enclosed Form of Proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each person proposed to be nominated for election as a director and the Preferred Share Nominees, including the number of Subordinate Voting Shares beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at January 23, 2019. The information as to Subordinate Voting Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees and the respective Preferred Share Nominees individually.

Nominee Name and Place of Residence	Principal Occupation	Became Director	Subordinate Voting Shares ⁽⁶⁾	Options	DSUs
<i>Proposed Nominees for Election at the Meeting</i>					
Robert Stabile ^{(1) (4)} Toronto, Ontario, Canada	Chief Financial Officer, Beanfield Metroconnect	October 16, 2017	-	-	2,840
Christina Jones ^{(1) (2)} Seattle, Washington, USA	Managing Director, Carlisle Jones Ventures	February 14, 2017	-	-	6,573
Farhan Thawar ⁽³⁾ Toronto, Ontario, Canada	Chief Technology Officer, Helpful.com	February 14, 2017	-	-	6,573
<i>Preferred Share Nominees</i>					
Demetrios Anaipakos ^{(1) (3)} Houston, Texas, USA	Partner, Ahmad, Zavitsanos, Anaipakos, Alavi & Mensing P.C.	January 25, 2017	-	-	6,573
Scott Brighton ^{(2) (5)} Austin, Texas, USA	President and CEO, Aurea Software	January 25, 2017	1,476,851	-	-
Chris Helling ⁽³⁾ Austin, Texas, USA	Partner , Lancaster Helling LLP	January 25, 2017	-	-	6,573
Andrew Price ⁽²⁾ Austin, Texas, USA	Group CFO, ESW Capital	January 25, 2017	1,476,851	-	-

⁽¹⁾ Member of the Audit Committee.

⁽²⁾ Member of the Compensation Committee.

⁽³⁾ Member of the Nomination and Governance Committee.

⁽⁴⁾ Mr. Stabile is the Lead Independent Director.

⁽⁵⁾ Mr. Brighton is the Chairman of the Board.

⁽⁶⁾ The Subordinate Voting Shares listed for each of Scott Brighton and Andrew Price are those held by ESW Capital, LLC and ESW Holdings, Inc. (previously Wave Systems Corp.), affiliated entities of each individual. ESW Investment Corp. (previously Wave Systems Investment Corp.) is also an affiliated entity of each of Scott Brighton and Andrew Price and holds all 800,000 of the Corporation's issued outstanding Series A preferred shares along with warrants to purchase 975,712 Subordinate Voting Shares.

Proposed Nominees for Election at the Meeting

CHRISTINA JONES –

Ms. Jones has extensive experience serving on boards and has a successful career as an executive and entrepreneur bringing new technologies to market. She currently serves as the Managing Director of Carlisle Jones Ventures, a position she has held since April 2015. In 1989, Ms. Jones co-founded Trilogy Software, one of the world's largest privately held software companies where she served as Director of Marketing and Divisional General Manager through 1996. Ms. Jones then went on to found pcOrder.com, Inc., an early innovator in internet commerce, where she served as President until 2000 and successfully led the company to become a public corporation valued at over \$1 Billion on the NASDAQ. In 2004, Ms. Jones founded Extend Fertility, Inc., a company dedicated to helping women preserve their fertility through scientific advances, where she occupied the role of Chief Executive Officer until 2015 when Extend Fertility was acquired by a private equity group. Ms. Jones continues to serve as a member of Extend Fertility's board of directors. Ms. Jones has been honoured as Ernst and Young's "National Young Entrepreneur of the Year", a "Top 100 Young Innovator" by MIT's Technology Review and as an Aspen Institute Henry Crown Fellow. Ms. Jones holds a Master of Business Administration from Harvard Business School and earned a Bachelor of Arts in Economics from Stanford University. Ms. Jones currently serves as a member of the Audit Committee and the Compensation Committee and is considered an independent director for purposes of *National Instrument 52-110 - Audit Committees* ("NI 52-110") and *National Policy 58-201 - Corporate Governance Guidelines* ("NP 58-201").

ROBERT STABILE –

Mr. Stabile brings 15 years of equity capital markets experience and is currently Chief Financial Officer of Beanfield Metroconnect, a privately-owned telecommunications company. From 2011 to 2015, Robert served as a Portfolio Manager at a private-client asset management firm, LDIC Inc. From 2005 to 2011 Robert was an Institutional Equity Salesperson and Partner at Paradigm Capital. He began his capital markets career at CIBC World Markets from 2001 to 2005 in Equity Research. Robert is an Honours Business graduate from Wilfrid Laurier University in Waterloo, Ontario, and a Chartered Financial Analyst charter holder since 2001. Mr. Stabile currently serves as a director of Newgioco Group Inc., a reporting issuer on the Over-The-Counter Markets Group Inc. Mr. Stabile currently serves as the Lead Independent Director of the Board and as Chairman of the Audit Committee. He is considered an independent director for purposes of NI 52-110 and NP 58-201.

FARHAN THAWAR –

Mr. Thawar has extensive experience as an executive with technology companies. He currently serves as Chief Technology Officer of Helpful.com, a computer software company that he co-founded in 2015. Prior to 2015, Mr. Thawar served as the Chief Technology Officer for Mobile and Vice-President of Engineering at Pivotal Software, Inc. from 2013 to 2015 and as the Vice-President of Engineering at Xtreme Labs from 2009 to 2013. In 2010 Mr. Thawar was recognized as one of "Toronto's Top 25 Most Powerful People" by Eye Weekly. Mr. Thawar earned a Master of Business Administration, Risk Management and Financial Engineering from

the University of Toronto's Rotman School of Management and holds a Bachelor of Mathematics and Computer Science (with Electrical Engineering) from the University of Waterloo. Mr. Thawar currently serves as a member of the Nomination and Governance Committee and is considered an independent director for purposes of NI 52-110 and NP 58-201.

Preferred Share Nominees

DEMETRIOS ANAIPAKOS –

Mr. Anaipakos has over 20 years of legal experience and has been practicing with Ahmad, Zavitsanos, Anaipakos, Alavi & Mensing P.C. since 2000 with a focus on both corporate and intellectual property litigation. Mr. Anaipakos holds a Juris Doctor from the Stanford School of Law and a Bachelor of Arts, with highest honours, from Stanford University. After graduating law school, Mr. Anaipakos clerked for the Honourable Edith H. Hones of the United States Court of Appeals for the Fifth Circuit. Mr. Anaipakos is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization and he has received numerous accolades for his general commercial litigation practice. Mr. Anaipakos made the list of Best Lawyers in America in the U.S. News & World Report survey and was recognized by the Chambers USA: America's Leading Lawyers for Business. Mr. Anaipakos has repeatedly made the Top 100 Houston Super Lawyers list and was named a Benchmark Litigation Star in 2016. Mr. Anaipakos currently serves as a member of the Audit Committee and the Nomination and Governance Committee. Mr. Anaipakos is considered an independent director for purposes of NI 52-110 and NP 58-201.

SCOTT BRIGHTON –

Mr. Brighton has over 25 years of experience in software, technology and telecommunications. Since 2012, Mr. Brighton has served as President and CEO for Aurea Software, Inc., a company that provides software solutions that help global enterprises create transformative experiences for their customers. Aurea and its subsidiary employ over 1,000 people across operations in North America, Europe and Asia. Mr. Brighton also serves as Deputy Chairman of the Supervisory Board of Aurea, a role he has had since 2014. From 2009 to 2012, Mr. Brighton served as President and CEO of Artemis International Inc., a global project and portfolio management software company that services hundreds of Global 2000 companies. Mr. Brighton also held a leadership role at Trilogy Software, one of the world's largest privately held software companies from 2001 to 2009 and held senior roles at the management consultancies A.T. Kearny and Arthur D. Little, where he advised executive teams of global technology firms on strategic issues of growth strategy. Mr. Brighton earned a Master of Business Administration from Duke University's Fuqua School of Business and holds a Bachelor of Science in Computer Engineering from Bucknell University. Mr. Brighton currently serves as Chairman of the Board and is a member of the Compensation Committee.

CHRIS HELLING –

Mr. Helling is an attorney with over 20 years of legal experience and over 15 years of experience in the technology industry. He currently maintains a diverse corporate and transactional practice with Lancaster Helling LLP where he has been a partner since 2001. Prior to founding Lancaster Helling LLP in 2001, Mr. Helling served as General Counsel & Chief Privacy Officer for AIM

Technologies from 2000 to 2001, where he was responsible for all of the company's legal affairs. Mr. Helling is a member of the State Bar of Texas, the Dallas Bar Association, the Austin Bar Association and is a Life Fellow of the Texas Bar Foundation and is admitted to practice in the United States District Courts for the Northern District of Texas. Mr. Helling holds a Juris Doctor from SMU Dedman School of Law and a Bachelor of Arts in Economics from Stanford University. Mr. Helling currently serves as the Chairman of the Nomination and Governance Committee. Mr. Helling is considered an independent director for purposes of NI 52-110 and NP 58-201.

ANDREW PRICE –

Mr. Price has over 13 years of executive experience and currently serves as Chief Financial Officer at Trilogy Financial Services, a position he has held since 2009, where he is responsible for global financial operations and profitable, sustainable growth. Prior to 2009, Mr. Price managed the complete portfolio of technology-enabled business services while serving as the Director of Product Management at Trilogy. Mr. Price also previously served as a Supervisory Board Member for Update Software AG from August 2014 to September 2016. Mr. Price holds a Bachelors of Arts in Computer Science and a Bachelor of Science in Electrical Engineering, each from Rice University. Mr. Price currently serves as Chairman of the Compensation Committee.

Cease Trade Order, Bankruptcies or Insolvency Proceedings

To the best of the knowledge of the directors or officers of the Corporation, after having made due inquiry, except as set forth below, none of the Preferred Share Nominees or any of the persons proposed to be nominated for election as a director at the Meeting:

- (a) is, as of the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days (each an "**order**") that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as of the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

- (c) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder; and
- (d) no personal holding company of any Preferred Share Nominee or any of the persons proposed to be nominated for election as a director at the Meeting is or has been, as applicable, subject to the foregoing during the applicable time periods.

Scott Brighton was the Chief Executive Officer of Nuvo Network Management, Inc. ("Nuvo") and Andrew Price was the Chief Financial Officer of Nuvo in 2013 when Nuvo filed for bankruptcy protection under the *Bankruptcy and Insolvency Act* (Canada) in connection with the winding up of the business. All creditors of Nuvo were paid 100% of their respective proved claims in connection with this process.

Scott Brighton was the President of think3, Inc. ("think3") and Andrew Price was a director of think3 in 2011 when think3 entered into Chapter 11 bankruptcy protection under the laws of the United States Bankruptcy Code. The filing was made after an Italian bankruptcy trustee (the "Italian Trustee") unilaterally initiated an involuntary bankruptcy proceeding in Italy by way of think3's Italian branch office. think3 refuted the Italian Trustee's positions in litigation in the United States, Japan, Germany and Dubai and the dispute was ultimately settled in connection with the Chapter 11 proceedings and the business of think3 was reorganized.

Appointment of Auditors

The current auditors of the Corporation are KPMG LLP. At the Meeting, the holders of Subordinate Voting Shares will be requested to appoint KPMG LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration.

The following table sets out the approximate fees the Corporation incurred in using the services of KPMG LLP for the fiscal years ended September 30, 2017 and 2018 respectively.

Category	Year Ended September 30	
	2017 (\$)	2018 (\$)
Audit Fees	857,019	859,430
Audit-related Fees	-	-
Tax Fees	215,418	383,949
All Other Fees	298,856	-
Total	1,371,294	1,243,379

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the appointment of KPMG LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board to fix the remuneration of the auditors.

A simple plurality of the votes cast at the Meeting must be voted "for" the appointment of KPMG as auditors and the authorization of the Board to fix their remuneration in order for KPMG to be re-appointed and for the Board to have authority to fix their remuneration.

Amended and Restated Share Unit Plan

Shareholders will be asked to consider and, if thought advisable, approve an ordinary resolution authorizing an amended and restated share unit plan for the Corporation (the “**Amended and Restated Plan**”). The Corporation’s share unit plan initially was adopted by the Corporation effective July 29, 2010 (the “**Existing Plan**”). The Amended and Restated Plan was approved by the Corporation’s Board of Directors on January 23, 2019 and will be effective and conditional upon, shareholder approval of the Amended and Restated Plan. The particulars of the Amended and Restated Plan are described under “Equity Compensation Plan Information –Share Unit Plan”.

The principal amendment to the Amended and Restated Plan is to provide the Corporation with the ability to issue Subordinate Voting Shares from treasury to satisfy the exercise or settlement of share units issued under the Amended and Restated Plan. The Existing Plan provided for the settlement or exercise of share units with Subordinate Voting Shares, however, such Subordinate Voting Shares only could be satisfied with Subordinate Voting Shares purchased on the open market by a trustee on behalf of a share purchase trust and thus whether awards were settled with cash or shares, it required a cash outlay by the Corporation equal to the market value of the shares underlying the Share Units. Following the restructuring of the Corporation in recent years and with the adoption of a new strategic plan, the Board considers it prudent to give the Corporation the ability to preserve cash that heretofore would be applied to the settlement of share units and, instead, to satisfy the exercise or settlement of such share units with the issuance of Subordinate Voting Shares issued from treasury.

The Amended and Restated Plan is proposed to be a “rolling” plan wherein the maximum number of Subordinate Voting Shares available for issuance under the Amended and Restated Plan shall not exceed ten percent of the issued and outstanding Subordinate Voting Shares from time to time less the number of stock options granted and outstanding under the Corporation’s Stock Option Plan. Every three years after the effective date of the Amended and Restated Plan, all unallocated Subordinate Voting Shares under the Amended and Restated Plan shall be submitted for approval to the Board of Directors and the Shareholders of the Corporation as required by the Company Manual of the Toronto Stock Exchange (the “TSX”).

The Amended and Restated Plan is proposed to be a “reloading” plan wherein Subordinate Voting Shares which are issued from treasury in settlement of vested Share Units will subsequently be reloaded into the Amended and Restated Plan so that the Corporation will have the ability to re-grant such Subordinate Voting Shares pursuant to future grants of Share Units. The reloading of issued Subordinate Voting Shares into the Amended and Restated Plan is subject to the Corporation paying the applicable listing fees to the Toronto Stock Exchange for same, but will not require shareholder approval.

Other minor changes were made to the Amended and Restated Plan to update the name of the Corporation, and related references, to Optiva Inc. and to correct other minor or typographical errors. A summary of the material terms of the Amended and Restated Plan is provided under “Equity Compensation Plan Information - Share Unit Plan”. A copy of the Amended and Restated Plan is attached to this Circular as Schedule II.

If the Share Unit Plan Resolution (as defined below) is approved, initially, the number of Subordinate Shares issuable under the Amended and Restated Plan and any other security-based compensation arrangement of the Corporation would be 523,305, being 10% of the current issued and outstanding 5,233,047 Subordinate Voting Shares. As of the date of this Circular, there are 132,494 Share Units granted under the Corporation’s share unit plan and 49,853 Subordinate Voting Shares reserved for issuance pursuant to stock options granted under the Corporation’s stock option plan, representing 2.5% and 1%, respectively, of the issued and outstanding Subordinate Voting Shares as of the date of this Circular. Accordingly, there would remain a maximum of 340,958 Subordinate Voting Shares (6.5% of the issued and outstanding Subordinate Voting Shares as of the date of this Circular) available for issuance pursuant to

future grants under the Amended and Restated Plan and any other security-based compensation arrangement of the Corporation.

The Amended and Restated Plan is subject to all necessary approvals, including the approval of the TSX.

Based on the foregoing, shareholders are being requested to consider and, if thought advisable, to pass a resolution approving the Amended and Restated Plan substantially in the form attached to this Circular at Schedule III (the “**Share Unit Plan Resolution**”). The Share Unit Plan Resolution must be approved by at least a majority of the votes cast at the Meeting by Shareholders present in person or represented by proxy. If the Share Unit Plan Resolution is not approved at the Meeting, previously granted Share Units will be settled only with cash or Subordinate Voting Shares purchased on the open market by a trustee on behalf of a share purchase trust.

The Board unanimously recommends that the Shareholders approve the Amended and Restated Plan by voting FOR the Share Unit Plan Resolution at the Meeting.

Proxies received in favour of management will be voted in favour of the Share Unit Plan Resolution unless the Shareholder has specified that such Shareholder’s Subordinate Voting Shares are to be voted against such resolution.

Other Matters

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed Form of Proxy and voting instruction confers discretion on the persons named on the Form of Proxy to vote on such matters.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's executive compensation policies and practices, including information about the compensation of the CEO, the CFO and the three other most highly compensated officers of the Corporation, who were serving as executive officers of the Corporation on September 30, 2018 (collectively, the "NEOs") are discussed in this section.

Compensation Discussion and Analysis

Compensation Philosophy and Policy

The Compensation Committee of the Board is responsible for annually reviewing the Corporation's compensation philosophy and policy that rewards the creation of shareholder value and reflects an appropriate balance between short and long-term performance. The compensation philosophy of the Corporation is based on the following two principles: rewarding performance and providing market competitive pay. To determine market competitive pay, the Compensation Committee considers companies within the same industry and of comparable size to the Corporation to assess whether the Corporation's base salaries, short term incentives and long term incentives are competitive. Although the Corporation is a Canadian company, it has global

operations and as a result, the Corporation's compensation policies and practices reflect the fact that the Corporation competes for both business and talent on a global scale and must attract and retain key employees in various markets. The Corporation's merit-based compensation policies are intended to provide the highest rewards to those who contribute the most to the success of the Corporation. This philosophy is applied across the Corporation, including the NEOs.

Role of the Compensation Committee

The Compensation Committee of the Board is responsible for oversight of the Corporation's compensation policies and practices in support of the Corporation's business strategy. Among other things, the Compensation Committee is generally responsible for:

- A. reviewing, considering and making recommendations to the Board regarding:
 - (i) the Corporation's executive compensation policy;
 - (ii) the total compensation of the CEO and the base salary of other executives;
 - (iii) the adequacy and form of compensation of independent directors;
 - (iv) all aspects of any share option scheme, share unit plan or other compensation plan operated by or to be established by the Corporation (including the selection of eligible employees, timing of grants, the number of shares over which options, units or other forms of compensation are to be granted and the exercise price and vesting conditions);
 - (v) the corporate goals and objectives relevant to the compensation of the CEO and evaluation of the CEO's performance in light of those corporate goals and objectives; and
 - (vi) the compensation and other material benefits to be paid to other executives, based upon recommendations from the CEO, and
 - (vii) reviewing, considering and approving:
 - (i) the eligibility of executives for performance incentive pay and benefits under long term incentives and the formulation of suitable performance related criteria and the monitoring of their operation in respect of any element of compensation for executives which is performance related, based upon recommendations from the CEO;
 - (ii) the disclosure of compensation in accordance with securities and stock exchange regulations; and

- (iii) the terms of the contracts entered into with executives and any material changes to them, based upon recommendations from the CEO.

The Compensation Committee is authorized to investigate any matter under its responsibility, to seek any information it requires from any employee or contractor and to obtain, at the cost of the Corporation, outside professional advice if it considers it appropriate to do so. The Compensation Committee meets at least twice a year and conducts an annual self-assessment of its performance and its Charter.

The Compensation Committee considers the implications of the risks associated with the Corporation's compensation policies and practices. The Compensation Committee has concluded that the Corporation has policies and practices to ensure that the NEOs do not have incentives to take inappropriate or excessive risks, including the following:

- an appropriate mix of fixed and variable compensation;
- quantitative and qualitative Corporation-wide metrics are used to determine the amount of awards provided to NEOs pursuant to the Corporation's short-term incentive plan;
- there is a comprehensive Code of Conduct and a Whistle Blower Policy that encourages reporting of imprudent corporate behaviour; and
- the review of the Corporation's risk inventory by the entire Board, ensuring that all members of the Compensation Committee have an understanding of the Corporation's enterprise risks, when making its decisions in respect of compensation.

The Compensation Committee has not identified any risks associated with the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

The Corporation has adopted an Insider Policy which prohibits insiders of Optiva from purchasing financial instruments that directly hedge or offset a decrease in market value of securities of Optiva.

The Compensation Committee is comprised of the following three directors: Mr. Andrew Price (Chairman), Mr. Scott Brighton and Ms. Christina Jones. Ms. Jones is considered "independent" (as such term is defined in NP 58-201), however each of Mr. Scott Brighton and Mr. Andrew Price may not be considered to be "independent" (as such term is defined in NP 58-201). In addition to each member's general business experience (see their biographical information under "*Matters To Be Acted Upon At the Meeting – Election of Directors*") the following direct experience (and the skills gained from this experience) is also relevant to their responsibilities as a member of the Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices:

Andrew Price – Mr. Price is group CFO for ESW Capital, LLC and a director for its over 50 affiliated software companies. His responsibilities have included oversight for executive compensation matters, including determining CEO compensation.

Scott Brighton – Mr. Brighton has served as President and Chief Executive Officer for numerous software and technology companies where his responsibilities have included oversight for executive compensation matters. He also has extensive experience as a management consultant where his role was to advise executive teams of global technology firms on strategic issues and growth strategy.

Christina Jones – Ms. Jones has extensive experience in the enterprise software and technology industries. She served as President of pcOrder from 1996 to 2000 and led the company through initial and secondary public offerings on NASDAQ and ultimately through an acquisition. Her responsibilities as President of pcOrder and CEO of Extend Fertility included creation and oversight of compensation programs. She holds a Bachelor of Arts in Economics from Stanford University and earned a Master of Business Administration from Harvard Business School.

Compensation Consultant

Compensation & Benefit Solutions LLC ("CBS") was engaged on April 1, 2017 by the Compensation Committee to conduct an independent, third party compensation analysis of compensation related to the Chief Executive Officer position. Separately, CBS was engaged on August 1, 2017 by the Compensation Committee to conduct an independent, third party compensation analysis of compensation related to the Chief Financial Officer position.

The following are the fees which were paid to CBS:

Category	Year Ended September 30, 2018	Year Ended September 30, 2017
Executive Compensation Related Fees	Nil	\$10,568
All Other Fees	Nil	Nil
Total	Nil	\$10,568

Elements of Executive Compensation

For further information regarding the responsibilities of the Compensation Committee see "Statement of Corporate Governance Practices – Board Committees – Compensation Committee" below.

The Corporation's compensation policies and practices are structured to attract and retain key employees, reward them for performance and align the Corporation's interests. For Fiscal 2018, the compensation payable to the Corporation's employees consists of three main elements: base salary, short term incentives, and long term equity-based incentives in the form of share unit awards. The following table summarizes the purpose of each element:

Element of Compensation	Summary and Purpose of Element
Base Salary	Base salaries are established by taking into account individual performance and experience, level of responsibility and competitive pay practices. Base salaries are periodically reviewed and adjusted appropriately to reflect individual performance and market changes.
Short Term Incentives	The Corporation's annual performance plan is focussed to reward executives based on the new binary trigger for the Customer Success Key Performance Indicator. The Customer Success program was implemented in March 2017 and is measured by the percentage of customers, weighted by revenue, that answer “yes” to the question “Are you achieving your business objectives with Optiva?” Payments are made according to the Customer Success program criteria.
Long Term Incentives	For Fiscal 2018, the Corporation's equity-based compensation plans were established to provide long-term incentives to attract, motivate and retain certain key employees, officers and service providers with the knowledge, experience and expertise required by the Corporation, as well as to promote further alignment of interests between those key employees and the Corporation.

All employees of the Corporation receive compensation based on market value for the type of role they perform. Additional consideration is given to internal pay equity and performance. Each element of compensation is taken into consideration when determining each other element of compensation for each executive.

Base Salary

Base salary recommendations are determined based on market data for positions of similar responsibilities and complexity, on internal comparisons and on the individual's ability, experience and contribution level. Base salaries are also considered in the full context of any accompanying short term incentives and long term incentives. Base salaries for each NEO are established in the NEO's respective employment agreement with the Corporation and are reviewed as required in consideration of market pressures.

Short Term Incentives

Permanent full time executives and employees have the opportunity to earn a bonus based on the Customer Success program. The Corporation has two bonus periods per year, January-June and July-December. Payments, if applicable, will occur in March and September. Each employee is assigned to a customer for the purpose of the bonus payment. Employees are assigned to that customer for the full six months. Customers are surveyed twice a year and are asked the question “Are you achieving your business objectives with Optiva?” Employees who are directly linked to a customer receive 100% of their short term incentive target if the customer answers “yes”. If the customer answers “no”, executives and employees directly linked to a customer receive 0% of their short term incentive target. Employees who are not linked to a specific customer receive their bonus based on a corporate index. The index is comprised of all customers enrolled in the Customer Success program. All customer revenue is tallied, and for each customer their revenue is weighted as a percentage of the total. Customer Success responses are tallied by “Yes” and

“No” responses. The following table provides the payout structure for the percentage of revenue that responds “Yes” to the Customer Success question:

Customer Success Index: percentage responding “Yes”	Customer Success Index Factor
0-49%	0%
50-75%	50%
75%+	100%

Long Term Incentives

NEOs, who were employed by the Corporation prior to January 2017 are entitled to receive annual awards under the Long Term Incentive Plan, of which 50% is linked to strategic performance and 50% is linked to retention. On an annual basis, the Board reviews and assesses satisfaction of the "Long Term Measures of Success" performance thresholds and considers targets for achievement by the NEOs, who were employed by the Corporation prior to January 2017.

The Corporation does not provide further details regarding the key performance indicators as it believes that the disclosure of such information could seriously prejudice its interests, and that such information constitutes strategic confidential information. In light of the fact that the Corporation does not publicly disclose its targets and does not wish to give forward-looking information, the Corporation believes that it is not desirable to disclose such information. Furthermore, the Corporation's key performance indicators are aligned with the Corporation's objectives and consist of financial targets.

Stock Option Plan

The Corporation maintains a stock option plan (the “Option Plan”), however, in 2017, the Corporation revised its compensation philosophy and no longer intends to grant stock options (“Options”) under the Option Plan. Previously issued Options will remain issued and outstanding until termination in accordance with their terms.

Further information about the Stock Option Plan is set out below under *"Equity Compensation Plan Information – Stock Option Plan"*.

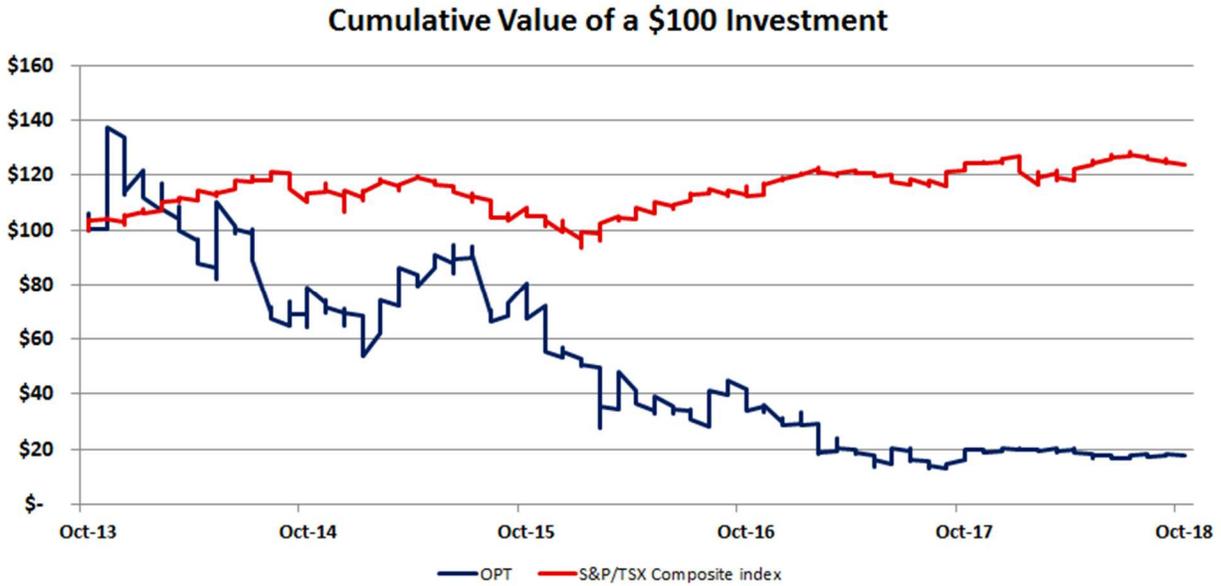
Share Unit Plan

The Corporation maintains a share unit plan (the "Share Unit Plan") which enables eligible individuals to receive the right to receive a share or the market value of one share, that generally becomes vested after a period of continuous employment and/or is subject to financial and/or personal performance criterion as may be determined by the Compensation Committee or the Board from time to time.

Further information about the Share Unit Plan is set out below under "Equity Compensation Plan Information –Share Unit Plan".

Performance Graph

The following graph shows the total cumulative return from October 1, 2013 to September 30, 2018 on an investment of \$100, compared to the S&P/TSX Composite Total Return Index.



The NEOs' compensation plan is not based on the Corporation's stock price performance and therefore the NEOs' compensation may not directly compare to the trend shown above.

Summary Compensation Table

The following table sets forth information regarding compensation earned by the Corporation's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and each of the three other NEOs, for the year ended September 30, 2018:

Name and Principal Position	Year	Salary ⁽¹⁾ \$	Share-based awards ⁽²⁾ \$	Option-based awards \$	Non- equity incentive plan compensation \$		All other compensation \$ ⁽³⁾	Total compensation \$
					Annual Incentive plans	Long- term incentive plans		
Danielle Royston CEO	2018	169,008	-	-	-	-	8,450	177,458
	2017	56,336	2,662,953	-	-	-	-	2,719,289
Kenneth Taylor, CFO ⁽⁴⁾	2018	109,761	-	-	-	-	-	109,761
Anindyaraj Basu Interim CFO ⁽⁵⁾	2018	155,041	-	-	-	-	46,350	201,391
	2017	160,821	28,767	-	-	-	-	189,588
Jozsef Czapovics Senior Vice President of Engineering and Operations ⁽⁶⁾	2018	420,853	-	-	-	-	-	420,853
	2017	72,160	-	-	-	-	-	72,160
Matthew Rhoden, Chief Marketing Officer ⁽⁷⁾	2018	348,040	-	-	-	-	-	348,040
Erez Sverdlov, Head of Global Sales ⁽⁸⁾⁽⁹⁾	2018	270,742	-	-	-	-	116,030	386,772

⁽¹⁾ All compensation is paid in US dollars ("USD"), Euros ("EURO") and Canadian dollars ("CDN"). For 2018, amounts included in this table have been converted to US dollars at the applicable end of day foreign exchange rate on September 28, 2018, the last business day of Fiscal 2018, as reported by the Bank of

Canada, which was 1 CDN dollar = US\$0.7725 and 1 EURO = US\$1.1603. For 2017, amounts included in this table have been converted to US dollars at the end of day foreign exchange rate on September 29, 2017, the last business day of fiscal 2017, as reported by the Bank of Canada, which was 1 CDN dollar = US\$0.8013.

- (2) This represents the performance share units and restricted share units granted in accordance with the terms and conditions of the Share Unit Plan. The dollar values presented in the table represent the grant date fair value of the award in Canadian dollars. Grant date fair value is determined using the market value of the Subordinate Voting Shares on the grant date. For 2017, the values noted in this table have been converted to US dollars at the foreign exchange rate of 1 CDN dollar = US\$0.8013 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 29, 2017, the last business day of Fiscal 2017.
- (3) "All Other Compensation" does not include perquisites received by the NEOs which are available generally to all our salaried employees. The total value of all perquisites and other personal benefits for each NEO, is excluded as it is less than 10% of the NEO's total salary for the financial year and less than CDN\$50,000, except for Mr. Basu and Mr. Sverdlov who were paid other bonuses.
- (4) Kenneth Taylor was appointed as Chief Financial Officer on August 13, 2018. Mr. Taylor resigned as Chief Financial Officer effective January 11, 2019.
- (5) Anindyaraj Basu was Interim Chief Financial Officer from September 1, 2017 to August 12, 2018, and was re-appointed as Interim Chief Financial Officer as of January 11, 2019.
- (6) Jozsef Czapovics commenced employment with the Corporation on June 13, 2017
- (7) Matthew Rhoden commenced employment with the Corporation on November 20, 2017 and terminated on July 19, 2018.
- (8) Erez Sverdlov commenced employment with the Corporation on March 1st, 2018.
- (9) Erez Sverdlov is entitled to an annual variable targets-based compensation of up to EUR 185,000, based on sales performance against assigned objectives and quotas.

Outstanding Share-based Awards and Option-based Awards

The following table sets forth for each NEO all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options (\$) ⁽²⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested share-based awards not paid out or distributed (\$)
Danielle Royston CEO	-	-	-	-	46,807	1,768,146	-
Kenneth Taylor CFO	-	-	-	-	-	-	-
Anindyaraj Basu Interim CFO	246 351 300	115.49 135.19 175.74	04 Dec 22 19 Nov 21 07 May 21	-	894	33,771	-
Jozsef Czapovics Senior Vice President of Engineering and Operations	-	-	-	-	-	-	-
Matthew Rhoden, Chief Marketing Officer	-	-	-	-	-	-	-
Erez Sverdlov, Head of Global Sales	-	-	-	-	-	-	-

⁽¹⁾ All options were granted with Canadian dollar exercise prices. The exercise prices noted in this table have been converted to US dollars at a foreign exchange rate of 1 CDN dollar = US\$0.7725 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 28, 2018, the last business day of Fiscal 2018.

⁽²⁾ No options were in-the-money as at September 30, 2018.

⁽³⁾ The value of unvested Share Units has been calculated using the closing price of the Corporation's Subordinate Voting Shares on the TSX as at September 28, 2018 (CDN\$48.90). The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7725 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 28, 2018, the last business day of Fiscal 2018.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards- Value vested during the year (\$)	Share-based-awards- Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation- Value earned during the year (\$)
Danielle Royston, CEO	-	380,843	-
Kenneth Taylor, CFO	-	-	-
Anindyaraj Basu, Interim CFO	-	2,009	-
Jozsef Czapovics Senior Vice President of Engineering and Support	-	-	-
Matthew Rhoden, Chief Marketing Officer	-	-	-
Erez Sverdlov, Head of Global Sales	-	-	-

- (1) The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7725 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 28, 2018, the last business day of Fiscal 2018.

Employment Contracts for Named Executive Officers

The Corporation has entered into employment agreements with each of the NEOs, the material terms of which are summarized below.

Danielle Royston is retained by Optiva in the role of Chief Executive Officer pursuant to the terms of a two-year fixed-term employment contract dated May 31, 2017, on a salary of \$170,000, plus a grant of \$2.7M RSUs vesting in two equal tranches on the first and second anniversary of the employment contract date. The employment contract may be terminated for cause by Optiva (defined in contract) or for convenience by Ms. Royston, in which case Ms. Royston is not entitled to receive anything other than unpaid salary, accrued vacation pay, unreimbursed expenses and any already vested RSUs. In the event Optiva terminates for convenience or Ms. Royston terminates for cause (defined in contract) then Ms. Royston is entitled to receive six-months' salary plus a pro-rata portion of the next-to-vest portion of the RSUs.

Anindyaraj Basu is employed as Interim Chief Financial Officer of the Company pursuant to an indefinite-term employment contract dated July 17, 2013 on a base salary of CDN\$200,700, plus a 25% performance incentive target, and target Long Term Incentive Pay RSUs and PSUs worth

a further \$37,000. On September 29, 2016 Mr. Basu was awarded a retention grant in the amount of \$154,425 which was paid out in two tranches in October 2017 in the amount of \$38,606 and October 2018 in the amount of \$115,819. Mr. Basu was also awarded a one-time appreciation bonus of CDN\$60,000 for Fiscal 2018, of which CDN\$ 15,000 has been paid up to December 31, 2018. Optiva may terminate the contract at any time for cause with no liability to Mr. Basu other than unpaid salary and bonus, accrued vacation and unreimbursed expenses. Optiva may terminate at any time for convenience in which case Mr. Basu is entitled to two weeks' notice or base salary in lieu of notice for each completed year of service, subject to a minimum of three months and a maximum of twelve months, as well as the remaining balance of his appreciation bonus, unpaid salary, accrued vacation and unreimbursed expenses. In accordance with the Optiva Share Unit Plan, Mr. Basu would be entitled to keep any stock units that had vested prior to his termination date.

Jozsef Czapovics was contracted to Optiva as VP of Engineering through a third-party contractor pursuant to an indefinite-term contract effective as of June 13th 2017 on a salary of USD \$200,000 per year. He was promoted to the role of Senior Vice President of Engineering and Support as of January 2018 on a salary of USD \$400,000. Both Optiva and the contractor can terminate the contract at any time with no notice. Mr. Czapovics is not entitled to any payments upon termination.

Matthew Rhoden was contracted to Optiva as Chief Marketing Officer through a third-party contractor effective as of November 20, 2017. His contract was terminated on July 19, 2018. Mr. Rhoden did not receive any payments upon termination.

Erez Sverdlov was contracted as Head of Global Sales pursuant to a 1 year term contract (with an option to renew for 1 year thereafter) as of March 1, 2018 on a salary of EUR 400,008 per year plus a EUR 185,000 performance incentive target. In March 2018 Mr. Sverdlov was awarded a retention bonus in the amount of EUR 100,000 and will receive the same amount at the anniversary of this agreement, provided it is renewed for 1 more year. The retention bonus is to be repaid in full if Mr. Sverdlov terminates the agreement without cause prior to the end of its term. Both Optiva and Mr. Sverdlov can terminate the contract at any time with 4 months notice.

Quantitative Estimates of Payments, Payables and Benefits to NEOs upon Termination

Further information regarding payments to the Corporation's NEOs in the event of a termination may be found in the table below. This table sets forth the estimated amount of payments each NEO would be entitled to receive upon the occurrence of the indicated event, assuming that the event occurred on September 30, 2018. The amounts indicate an entire year and assume no vacation time has been taken, resulting in an entire year of accrued vacation time at time of termination.

Name	Termination Without Cause (\$)	Change of Control and Resignation of NEO Within 12 Months (\$)	Change of Control and Termination Without Cause Within 12 Months (\$)
Danielle Royston	549,820	2,714,084	2,798,588
Anindyaraj Basu	168,686	Nil	168,686
Jozsef Czapovics	-	-	-
Erez Sverdlov	EUR 133,336	EUR 133,336	EUR 133,336

DIRECTOR COMPENSATION

Elements of Director Compensation

Directors' compensation is paid only to non-management directors. Similar to the Corporation's general compensation policy, directors' compensation policies and practices reflect the fact that the Corporation is a global company that carries out its business and requires expertise in various markets and jurisdictions. For the year ended September 30, 2018, compensation to non-executive directors, was composed of the following: (a) annual board retainers ("Annual Board Retainer"), (b) annual retainers for committee chairpersons, and (c) equity-based compensation.

Fees Earned

Each non-management director is paid an Annual Board Retainer of CDN\$50,000, which amount was paid quarterly in arrears.

Non-management directors are also entitled to an annual retainer for each of the committees of the Board on which he or she serves as a Chairperson. The Chairman of the Audit Committee was paid an annual retainer of CDN\$18,000 and the Chairman of the Nomination and Governance Committee was paid a retainer of CDN\$10,000. The retainer for the Chairman of the Compensation Committee has been set at CDN\$14,000 annually, however, Andy Price has not received compensation for this role. Each member of each of the committees of the Board (the "Board Committees") was paid a retainer of CDN\$5,000. The Lead Director is paid a retainer of CDN\$45,000. All such retainers were paid quarterly in arrears. In Fiscal 2018, Scott Brighton and Andy Price did not receive compensation for their roles as directors of the Corporation or as members of the Committees of the Board.

Equity-Based Compensation for Directors

Deferred Share Units

On August 11, 2010 the Corporation established a deferred share unit plan to promote a greater alignment of long-term interests between the Shareholders and the eligible directors of the

Corporation and to provide a compensation system for eligible directors that, together with the other director compensation mechanisms of the Corporation, is reflective of the responsibility, commitment and risk accompanying a Board member's membership and the performance of the duties required of the various Board Committees. An eligible director may elect to receive his or her annual cash remuneration in the form of deferred share units ("DSUs"), cash or any combination thereof.

In addition to the DSUs granted, the Board may award such number of DSUs to an eligible director as the Board deems advisable to provide the eligible director with appropriate equity-based compensation for the services he or she renders to the Corporation. The Board will determine the date on which such DSUs may be granted and the date as of which such DSUs will be credited to a participant's DSU account, together with any terms or conditions with respect to the vesting of such DSUs.

An eligible director, or the beneficiary of an eligible director, as the case may be, who redeems DSUs hereunder will be entitled to receive a cash payment in an amount equal to the fair value of the DSUs that are being redeemed as of the entitlement date applicable to such DSUs, net of any applicable withholding taxes and other required source deductions. No DSUs may be redeemed while an eligible director continues to serve as a director of the Corporation.

In Fiscal 2018, the Compensation Committee, awarded five of seven directors a total DSU allocation having a fair value of CDN\$140,000. Scott Brighton and Andy Price did not receive a DSU allocation.

Out of Pocket Expenses

Non-management directors are also reimbursed for expenses incurred by them in their capacity as directors.

Director Compensation Table for Fiscal Year Ended September 30, 2018

The following table sets forth compensation earned by the directors of the Corporation for the most recently completed fiscal year:

Name	Fee Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	All other compensation (\$)	Total ⁽³⁾ (\$)
Demetrios Anaipakos ⁽¹⁾	46,350	108,150	-	-	154,500
Scott Brighton	-	-	-	-	-
Chris Helling ⁽¹⁾	44,770	108,150	-	-	152,920
Christy Jones ⁽¹⁾	55,541	108,150	-	-	163,691
Andy Price	-	-	-	-	-
Farhan Thawar ⁽²⁾	48,436	108,150	-	-	156,586
Robert Stabile ⁽²⁾	62,163	108,150	-	-	170,313

⁽¹⁾ Fees for Mr. Anaipakos, Mr. Helling, and Ms. Jones were in paid in US dollars.

⁽²⁾ Fees for Mr. Thawar and Mr. Stabile were paid in Canadian dollars.

⁽³⁾ For 2018, amounts included in this table have been converted to US dollars at foreign exchange rate on September 28, 2018, the last business day of Fiscal 2018 as reported by the Bank of Canada, which 1 CDN dollar = US\$0.7725.

Outstanding Share-Based Awards and Option-Based Awards for Directors as at September 30, 2018

The following table sets forth the market value of DSUs held by each director as of September 30, 2018. The directors do not currently hold any options of the Corporation.

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout or value of vested share-based awards not paid out or distributed (\$)
Demetrios Anaipakos	-	-	-	-	-	-	248,297
Scott Brighton	-	-	-	-	-	-	-
Chris Helling	-	-	-	-	-	-	248,297
Christy Jones	-	-	-	-	-	-	248,297
Andrew Price	-	-	-	-	-	-	-
Robert Stabile	-	-	-	-	-	-	107,282
Farhan Thawar	-	-	-	-	-	-	248,297

⁽¹⁾ The market value of DSUs that have vested was determined using the closing price of the Subordinate Voting Shares on the TSX as at September 28, 2018 (CDN \$48.90). The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7725 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 28, 2018, the last business day of Fiscal 2018.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards- Value vested during the year (\$)	Share-based awards- Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Demetrios Anaipakos	-	108,150	-
Scott Brighton	-	-	-
Chris Helling	-	108,150	-
Christy Jones	-	108,150	-
Andy Price	-	-	-
Robert Stabile	-	108,150	-
Farhan Thawar	-	108,150	-

⁽¹⁾ DSUs vest on grant, however, are not paid to the director until the director ceases to serve on the Board. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7725 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 28, 2018, the last business day of Fiscal 2018.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information with respect to the Option Plan as at September 30, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
<i>Equity Compensation plans approved by securityholders</i>	51,775	147.94	471,530
<i>Equity Compensation plans not approved by securityholders</i>	-	-	-
Total	51,775	147.94	471,530

⁽¹⁾ The aggregate number of Options and Share Units issuable pursuant to the Corporation's share compensation arrangements shall not exceed 10% of the issued and outstanding Subordinate Voting Shares.

The following table provides information concerning the burn rate for the Corporation's security-based compensation plans for each of the fiscal years ending September 30, 2016, 2017 and 2018.

	Number of Securities Granted Under Security-Based Compensation Plans		
	2018	2017	2016
Stock Option Plan	Nil	Nil	68,538
Share Unit Plan	Nil	Nil	Nil
Total	Nil	Nil	68,538
Burn rate ⁽¹⁾	0%	0%	1.3%

⁽¹⁾ Calculated as the percentage obtained by dividing the number of securities granted under the Company's equity compensation plans during the applicable fiscal year divided by the weighted average number of Common Shares outstanding during that period which was 2,169,623 for the fiscal year ended September 30, 2016, 2,402,132 for the fiscal year ended September 30, 2017 and 5,233,047 for the fiscal year ended September 30, 2018.

Stock Option Plan

The Corporation adopted the Option Plan to provide long-term incentives to attract, motivate and retain its employees, directors, officers and service providers. However, the Corporation recently revised its compensation philosophy and does not intend to grant Options going forward, though it reserves the right to grant Options in the future at the discretion of the Board of Directors.

The following is a description of certain provisions of the Option Plan that is currently in place and active for the Corporation:

Eligibility

Under the Stock Option Plan, the Corporation may grant Options to (i) any of its or its affiliates' (as defined in the *Securities Act* (Ontario)) directors, officers or employees, or any service provider (each an "Eligible Individual"), or (ii) a corporation controlled by an Eligible Individual, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned, directly or indirectly, by such Eligible Individual and/or the spouse, children and/or grandchildren of such Eligible Individual.

Grant of Options, Exercise Price and Vesting

The maximum number of Subordinate Voting Shares that may be issued by the Corporation to participants pursuant to options granted and outstanding under the Stock Option Plan or other share compensation arrangements is 10% of the total issued and outstanding Subordinate Voting Shares of the Corporation on the date of the grant which, as of January 23, 2019, was 523,305 Subordinate Voting Shares. Of these, 51,775 options granted remain unexercised (which represent approximately 1% of the total issued and outstanding Subordinate Voting Shares). Previous grants of Options are taken into consideration by the Board when determining new grants of Options to be made.

No Options can be granted to any Eligible Individual if the total number of Subordinate Voting Shares issuable to such person under the Option Plan, together with shares reserved for issuance to such person under options for services or any other share compensation arrangements would exceed 5% of the issued and outstanding Subordinate Voting Shares of the Corporation. The total number of Subordinate Voting Shares (i) issuable to Insiders at any time; and (ii) issued to Insiders within a one year period (pursuant to stock options or other share compensation arrangements) shall not exceed 10% of the issued and outstanding Subordinate Voting Shares of the Corporation. The total number of Subordinate Voting Shares issuable to an Insider and their associates within a one year period (pursuant to Options or other share compensation arrangements) shall not exceed 5% of the issued and outstanding Subordinate Voting Shares of the Corporation. In addition, the total number of Subordinate Voting Shares reserved for issuance pursuant to Options granted to non-executive directors shall not exceed 0.5% of the issued and outstanding Subordinate Voting Shares of the Corporation.

The Option Plan defines "share compensation arrangements" as the Option Plan, a stock option, stock option plan or stock purchase plan where the issuer provides financial assistance or matches the whole or a portion of the purchase price of the securities being purchased, stock appreciation rights involving the issuance of securities from treasury, or any other compensation

or incentive mechanism involving the issuance or potential issuance of securities to one or more of an employee, Insider or Service Provider of the Corporation or any affiliate of the Corporation, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guaranty or otherwise.

An Insider under the Option Plan is defined in accordance with the *Securities Act* (Ontario), but excludes a person who falls within that definition solely by virtue of being a director or senior officer of a subsidiary of the Corporation and includes an associate of any person who is an Insider.

When granting options, the Corporation will designate the maximum number of Subordinate Voting Shares that may be purchased under the Options, taking into account the amount and terms of outstanding Options and Subordinate Voting Shares to establish the exercise price of the options, designate the conditions under which the options will vest, determine the expiry date for exercise of the Options (which shall be no later than 7 years after the date the Options are granted), and with respect to options granted to US residents or citizens, whether the Option is intended to constitute an incentive stock option.

The exercise prices for Options shall not be less than the fair market value of the Subordinate Voting Shares on the date the Options are granted, which so long as the Subordinate Voting Shares are traded on a stock exchange, is defined to be the closing price for the Subordinate Voting Shares on the day immediately prior to such date on the stock exchange on which the highest aggregate volume of Subordinate Voting Shares have traded on such date. However, it is the Board's policy that if such Options are granted in conjunction with the release of interim or fiscal financial results, the exercise price for such Options shall not be less than the fair market value of the Subordinate Voting Shares determined at the close of the second (2nd) clear trading day following disclosure of such results.

Upon termination of employment, unless provided by written agreement with the Corporation, any Options not vested shall terminate immediately. For vested Options, an individual has thirty (30) days following termination of employment to exercise such options unless the employee has been terminated for cause. Options are transferable only between Eligible Individuals and in accordance with the requirements of the Stock Option Plan.

Amendments

The following types of amendments to the Option Plan require shareholder approval:

1. any increase in the maximum number of Subordinate Voting Shares in respect of which may be granted as Options under the Option Plan;
2. any amendment that would reduce the exercise price, including a cancellation of an Option and re-grant of an Option in conjunction therewith, at which Options may be granted below the minimum price currently provided for in the Option Plan;
3. any amendment that would increase the limits on the total number of Subordinate Voting Shares issuable to any one individual under the Option Plan or to any one insider and the insider's associates;

4. any amendment that would increase the limits on the total number of Subordinate Voting Shares reserved for issuance pursuant to Options granted to insiders of the Corporation for issuance to insiders within a one year period;
5. any amendment that would increase the maximum term of an Option granted under the Option Plan;
6. any amendment that would extend the expiry date of any outstanding Option, except in the case of termination of an employee of the Corporation or any of its affiliates in which case no Option shall be extended beyond the exercise date specified at the time of grant;
7. any amendment that would reduce the exercise price of an outstanding Option (other than as may result from adjustments contemplated by the Option Plan);
8. any amendment that would permit assignments to persons not currently permitted under the Option Plan;
9. any amendment to the definition of "Participant" or any amendment that would expand the scope of those persons eligible to participate in the Option Plan; and
10. any amendment to the types of amendments requiring shareholder approval, other than as permitted under the rules of the TSX.

Any amendments to the Stock Option Plan, other than those listed above, may be made by the Board without shareholders' approval.

Share Unit Plan

The Corporation maintains the Share Unit Plan pursuant to which all employees, directors, officers of, or Consultants providing services as an independent contractor to, the Corporation or its affiliated entities (collectively, "**Eligible Individuals**") are eligible to participate in the plan. Pursuant to the Share Unit Plan, all Eligible Individuals are eligible to receive DSUs, RSUs and/or PSUs (collectively, "Share Units") in respect of services rendered in a fiscal year.

Vesting terms and conditions for the Share Units are set out in separate grant agreements with each participant and may be based on fulfilling a defined period of continuous employment or the attainment of performance vesting conditions, provided that unless otherwise approved by the Compensation Committee no vesting period shall be later than December 15th of the third calendar year following the end of the calendar year in which services to which the grant of Share Units relates were rendered. The performance vesting conditions in respect of PSUs may include any such financial and/or personal performance criterion as may be determined by the Corporation, which may apply to the Corporation, an affiliated entity of the Corporation, a business unit of the Corporation or group comprised of the Corporation and some affiliated entities, either individually, alternatively or in any combination, and measured either in total, incrementally or cumulatively over a specified performance period, on an absolute basis or relative to a pre-established target, to previous years' results or to a designated comparator group, or otherwise, which may be graduated by percentages, including a percentage in excess of 100%. If the achievement of performance vesting conditions attached to Share Units exceeds

100%, the settlement of such Share Units with Subordinate Voting Shares from treasury will result in more Subordinate Voting Shares being issued than the number of Shares Units being settled.

An Eligible Individual shall have no right to receive Subordinate Voting Shares or a cash payment with respect to any Share Units that do not become Vested. Vested Share Units shall be settled by the Corporation upon, or as soon as reasonably practicable following, the vesting of the Share Units. Settlement of the Share Units shall be made in cash, shares, or any combination thereof. If the Share Unit Plan Resolution is approved, and the Corporation determines to settle vested Share Units with shares, it will have the ability to settle Share Units with Subordinate Voting Shares either from treasury or by the purchase of shares in the market by a trustee on behalf of a share purchase trust established for the purposes of the Share Unit Plan. Currently, a settlement of Share Units with shares, can only be made with Subordinate Voting Shares purchased in the market. With respect to Share Units settled in cash, an Eligible Individual is entitled to receive a payout in respect of each vested Share Unit, with each Share Unit having a value equal to the market value of the Subordinate Voting Shares, which under the Share Unit Plan is equal to the volume weighted-average closing price of the Subordinate Voting Shares in the period of five trading days preceding the date of the payout.

If the Share Unit Plan Resolution is approved, the Amended and Restated Plan will be a “rolling” plan wherein the maximum number of Subordinate Voting Shares available for issuance under the Amended and Restated Plan shall not exceed ten percent of the issued and outstanding Subordinate Voting Shares from time to time less the number of stock options granted and outstanding under the Corporation’s Stock Option Plan. Every three years after the effective date of the Amended and Restated Plan, all unallocated Subordinate Voting Shares under the Amended and Restated Plan shall be submitted for approval to the Board of Directors and the Shareholders of the Corporation as required by the Company Manual of the TSX.

The Amended and Restated Plan also is proposed to be a “reloading” plan wherein Subordinate Voting Shares which are issued from treasury in settlement of vested Share Units will subsequently be reloaded into the Amended and Restated Plan so that the Corporation will have the ability to re-grant such Subordinate Voting Shares pursuant to future grants of Share Units. The reloading of issued Subordinate Voting Shares into the Amended and Restated Plan is subject to the Corporation paying the applicable listing fees to the Toronto Stock Exchange for same, but will not require shareholder approval.

A grant may provide for the accrual of dividend equivalent amounts for the account of the Eligible Individual with respect to cash dividends paid in the ordinary course to shareholders in respect of outstanding Subordinate Shares. If a grant provides that dividend equivalent amounts will be accrued in respect of Share Units, if and when cash dividends are paid with respect to Subordinate Voting Shares (other than any extraordinary dividend) to shareholders of record as of a record date occurring during the period from the grant date to the date of settlement of the Share Units, a number of additional Share Units shall be granted to the Eligible Individual equal to the greatest number of whole Subordinate Shares having a market value, as of the payment date for such dividend, equal to the product of (i) the cash dividend paid with respect to a Subordinate Voting Share multiplied by (ii) the number of Share Units subject to such grant as of the record date for the dividend. The additional Share Units so granted shall be subject to the

same terms and conditions, including vesting and settlement terms, as the corresponding Share Units.

Pursuant to the terms of the Amended and Restated Plan, (i) the maximum number of Subordinate Voting Shares issuable to insiders at any time under the Amended and Restated Plan, the Corporation's stock option plan and all other security-based compensation arrangements of the Corporation shall not exceed ten percent of the issued and outstanding Subordinate Voting Shares and the number of Subordinate Voting Shares issued to insiders within any one-year period under the Amended and Restated Plan, the Corporation's stock option plan and all other security based compensation arrangements of the Corporation may not exceed ten percent of the then issued and outstanding Subordinate Voting Shares; and (ii) the aggregate number of Subordinate Voting Shares reserved for issuance to any one Eligible Individual under the Amended and Restated Plan, together with the Corporation's stock option plan and all other security-based compensation arrangements of the Corporation, shall not exceed five percent of the then issued and outstanding Subordinate Voting Shares (on a non-diluted basis).

In the event an Eligible Individual's employment is terminated for cause, prior to the end of the vesting period relating to a grant, no Share Units relating to such grant and no dividend equivalent Share Units in respect of such Share Units that have not vested and been settled prior to the date of termination shall vest.

In the event of the death of an Eligible Individual prior to the end of the vesting period relating to a grant, all Share Units therein credited to the Eligible Individual's Account that have not previously vested will vest and all of the Eligible Individual's vested Share Units will be settled in accordance with the terms of the Amended and Restated Plan.

In the event an Eligible Individual is terminated without cause or ceases to be employed by reason of disability or retirement prior to the end of the vesting period relating to a grant, a number of Share Units determined by the formula $A \times B/C$, where: (A) equals the total number of Share Units relating to such grant and dividend equivalent Share Units in respect of such Share Units, (B) equals the total number of days between the grant date for such grant and the Eligible Individual's date of termination, disability or retirement, as applicable, and (C) equals the total number of days between the grant date for such grant and the end of the vesting period relating to such grant; shall be deemed to become vested Share Units (including existing vested Share Units in respect of such Grant) on such date of termination, disability or Retirement, as applicable.

In the case of a grant of PSUs, in the case of termination without cause, death, disability or retirement, the total number of Share Units relating to such grant shall be the number of PSUs specified in the grant without giving effect to any potential increase or decrease in such number as a result of graduated performance vesting conditions, together with any related dividend equivalent PSUs credited to the Eligible Individual at the date of termination, death, disability or retirement, as applicable.

In the event of a change in control prior to the end of the vesting period relating to a grant, the Corporation may determine: (a) to waive applicable conditions for vesting such that all Share

Units shall become vested Share Units on the effective date of the change in control, provided that, in the case of a grant of PSUs, the total number of Share Units relating to such grant shall be the number of PSUs specified in the grant without giving effect to any potential increase or decrease in such number as a result of graduated performance vesting permitting vesting of more or less than 100% of the PSUs in a grant; or (b) that for any Share Unit, there shall be substituted an entitlement to such other securities into which Subordinate Voting Shares are changed, or are convertible or exchangeable, on a basis proportionate to the number of Subordinate Voting Shares to which the Eligible Individual would otherwise be entitled or some other appropriate basis.

The Corporation may amend the Amended and Restated Plan, provided that all material amendments to the Amended and Restated Plan shall require the prior approval of the shareholders of the Corporation. Examples of the specific types of amendments that are not material and that the Board is entitled to make without shareholder approval include, without limitation, the following: (i) amendments to the Amended and Restated Plan to ensure continuing compliance with applicable laws, regulations, requirements, rules or policies of any governmental or regulatory authority or stock exchange; (ii) amendments of a "housekeeping" nature, which include amendments relating to the administration of the Amended and Restated Plan or to eliminate any ambiguity or correct or supplement any provision herein which may be incorrect or incompatible with any other provision hereof; and (iii) amendments to impose restrictions on the sale, transfer or other disposal of Subordinate Voting Shares by Eligible Individuals.

In addition, shareholder approval will be required for any of the following amendments:

- (a) a reduction in the exercise price or purchase price under a Share Unit benefiting an insider of the issuer;
- (b) an extension of the term, under a Share Unit benefiting an insider of the issuer;
- (c) any amendment to remove or to exceed the insider participation limit on issuances of Share Units;
- (d) an increase to the maximum number of securities issuable under the Amended and Restated Plan, either as a fixed number or a fixed percentage of the listed issuer's outstanding capital represented by such securities; and
- (e) amendments to the amending provision of the Amended and Restated Plan.

Eligible Individuals may not assign or transfer Share Units, or any other benefits under the Amended and Restated Plan other than required by operation of law.

In December 2016, the Board approved a grant of PSUs as part of the Long Term Incentive Plan to NEOs. The PSUs granted on this date were based on three year "Long Term Measures of Success" performance threshold to be vested as follows: financial year 2017 at 25% of grant, financial year 2018 at 30% of grant, and financial year 2019 at 45% of grant. In December 2017, the Board approved the cancellation of the PSU grant for the financial year 2017, due to financial targets not being achieved. In December 2018, the Board approved the cancellation of the PSU grant for the financial year 2018, due to financial targets not being achieved.

In December 2016, the Board approved a grant of restricted share units ("RSUs") under the Share Unit Plan as part of the Long Term Incentive Plan to NEOs. The RSUs granted on this date vest annually over a three year period as follows: 10%, 30%, 60%. In December 2017, the Board approved the vesting of 10% of the RSUs previously granted, as RSUs are time vested. In December 2018, the Board approved the vesting of 30% of the RSUs previously granted, as RSUs are time vested.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee, former director, former executive officer or former employee of the Corporation or any of its subsidiaries was indebted to the Corporation or any of its subsidiaries as at the date of this Circular.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of \$50,000,000 subject to a \$100,000 deductible/retention by the Corporation for securities claims and a \$100,000 deductible/retention for all other claims, such deductibles/retentions payable by the Corporation. In addition to this, an additional excess coverage of \$10,000,000 is purchased exclusively for claims against directors and officers where they are not entitled to or provided with indemnification from the Corporation. The total premium paid by the Corporation for this coverage for the year ended September 30, 2018 was CDN\$216,556.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance

The Board has developed and adopted this Statement of Corporate Governance Practices in accordance with the corporate governance guidelines set forth in NP 58-201 (the "Corporate Governance Guidelines"), *National Instrument 58-101 – Disclosure of Corporate Governance Practices* ("NI 58-101") and TSX requirements. The Corporation's corporate governance practices are comprised of a number of policies and resolutions adopted by the Board from time to time. These policies include the charter of the Board (the "Board Charter") (see Schedule I attached to this Circular), the charter for each of the Board Committees, the code of conduct and business ethics (the "Code of Conduct and Business Ethics"), the insider trading policy (the "Insider Trading Policy"), the policy on disclosure (the "Disclosure Policy"), the whistle blower policy and procedures (the "Whistle Blower Policy"), the majority voting policy (the "Majority Voting Policy") and the gender diversity policy (the "Diversity Policy").

NI 58-101 mandates disclosure of corporate governance practices and this disclosure is set out as follows:

Composition of the Board

The Board is currently comprised of seven (7) directors, five (5) of whom (or 71%) are independent within the meaning of NI 52-110. Assuming each of the proposed nominees to be

elected at the Meeting are elected by the Shareholders, the Board will be comprised of seven (7) directors, five (5) of whom (71%) will be independent within the meaning of NI 52-110.

The table below sets forth each current director's membership on the Board Committees:

	Audit Committee	Compensation Committee	Nomination and Governance Committee
Mr. Demetrios Anaipakos	X		X
Mr. Scott Brighton		X	
Mr. Chris Helling			X (Chair)
Ms. Christina Jones	X	X	
Mr. Andrew Price		X (Chair)	
Mr. Robert Stabile	X (Chair)		
Mr. Farhan Thawar			X

Chairman of the Board

Mr. Scott Brighton is the Chairman of the Board. The Chairman of the Board is responsible for the effective performance of the Board and shall be responsible for, among other things, overseeing the following:

- Corporate governance of the Board;
- Board meeting agendas, logistics and chairing of meetings;
- Composition of the Board and the Board Committees; and
- Responsibilities of Board Committees.

Independence

The Corporation believes that in order to be effective, the Board must be able to operate independently of management. The Board Charter requires that a majority of the Board, shall be independent, as defined under NI 52-110. In making a determination of independence, the Board considers all relationships of the director, including business, familial and other relationships. On an annual basis, as part of the Corporation's corporate disclosure review, the Board reviews the relationships that each director has with the Corporation in order to satisfy itself that the independence criteria have been met.

In applying the definitions of independence set out in NI 52-110, the following members and proposed nominees of the Board have been determined to be independent: Mr. Demetrios Anaipakos, who joined the Board on January 25, 2017, Mr. Chris Helling, who joined the Board on January 25, 2017, Ms. Christina Jones, who joined the Board on February 14, 2017, Mr. Farhan Thawar, who joined the Board on February 14, 2017 and Mr. Robert Stabile, who joined the Board on October 16, 2017. All of these members have no direct or indirect material relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgement, including any business, familial or other relationship.

Each of Mr. Scott Brighton and Mr. Andrew Price is an employee of ESW Capital or an affiliate thereof. ESW Capital may be considered to be an affiliated entity of the Corporation for purposes of NI 52-110. As such, Mr. Brighton and Mr. Price may not be considered independent for purposes of NI 52-110 and therefore cannot serve on the Audit Committee.

Lead Director

The Board has adopted a "lead director" position description to facilitate the functioning of the Board independently from management of the Corporation. The Lead Director is, among other things, responsible for consulting with the Chairman regarding the agenda and associated materials for Board meetings and participating in the annual performance-evaluation of the CEO. The Lead Director is also responsible for working in conjunction with the Nomination and Governance Committee to conduct the annual Board and individual director assessment process. On October 16, 2017, Mr. Robert Stabile was selected as the current Lead Director of the Board.

Meetings of the Board

During the Corporation's fiscal year ended September 30, 2018, there were eight (8) meetings of the Board, four (4) meetings of the Audit Committee, two (2) meetings of the Compensation Committee, and one (1) meeting of the Nomination and Governance Committee.

The attendance record of each of the Corporation's current and former directors at these meetings (as applicable) is set out below. Each meeting was attended by all directors, subject to the following qualifications:

Summary of Attendance of Current Directors				
Name	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Nomination and Governance Committee Meetings
Demetrios Anaipakos ⁽¹⁾	7/8	4/4	Not a member of this Board Committee	1/1
Scott Brighton ⁽¹⁾	8/8	Not a member of this Board Committee	2/2	Not a member of this Board Committee
Chris Helling ⁽¹⁾	8/8	Not a member of this Board Committee	Not a member of this Board Committee	1/1
Christy Jones ⁽²⁾	8/8	4/4	2/2	Not a member of this Board Committee
Andy Price ⁽¹⁾	8/8	Not a member of this Board Committee	2/2	Not a member of this Board Committee
Farhan Thawar ⁽²⁾	8/8	Not a member of this Board Committee	Not a member of this Board Committee	1/1
Robert Stabile	8/8	4/4	Not a member of this Board Committee	Not a member of this Board Committee

Meetings of Independent Directors

The Board has taken steps to ensure that adequate structures and processes are in place to allow the Board to function independently of management. Meetings of the Board are held at least four times a year and a portion of each Board and Board committee meeting is reserved for independent directors to meet without management present should the need arise. The independent directors also have the ability to hold stand-alone meetings. The Audit Committee

and Nomination and Governance Committee are currently comprised solely of directors considered by the Board to be independent within the required meanings of applicable Canadian securities laws.

Board Charter

The Board is responsible for the overall stewardship of the Corporation and its business, including supervising management of the Corporation's business and affairs. The Board discharges its responsibilities in accordance with the CBCA, securities laws, TSX rules, the Corporation's articles and by-laws, the Board policies and the Board Charter and the charters of each of the Board Committees.

As set out in the Board Charter, which is attached to this Circular as Schedule I, the Board has established three committees to assist with its responsibilities: the Audit Committee, the Compensation Committee and the Nomination and Governance Committee. Each committee has a charter defining its responsibilities. Copies of the Corporation's Code of Conduct and Business Ethics and Charters of the Board and the Board Committees can be found on the Corporation's website at www.optiva.com.

Under the Board Charter, which is reviewed at least annually, the Board is responsible for among other things, the following:

- Developing and approving the approach to and practices regarding corporate governance;
- Developing and approving a strategic plan which takes into account, among other things, the opportunities and risks of the business with frequent input from management on the Corporation's performance against the strategic plan;
- Developing and approving management authority guidelines delineating authority retained by the Board and authority delegated to the CEO and other members of management;
- Reviewing and ensuring the integrity of internal controls;
- Updating and ensuring compliance with the following Board policies:
 - Code of Conduct and Business Ethics;
 - Whistle Blower Policy;
 - Insider Trading Policy;
 - Disclosure Policy;
 - Majority Voting Policy;
 - Diversity Policy; and
 - Succession planning.

The Board requires management to obtain the Board's approval for:

- All decisions that are outside the ordinary course of business (including, without limitation, major financings, major acquisitions, major dispositions, significant investments, significant licensing and new commercial relationships and litigation strategies);

- Any expenditure above an amount specified by the Board;
- Significant changes to the Corporation's organizational structure;
- Appointment of officers; and
- Such other matters as the Board may determine from time to time.

Conflicts of Interest

The Board has responsibility with respect to establishing and monitoring procedures for identification of and dealing with conflicts of interest. If such arrangements were to arise, they would be considered, as appropriate, by the Board under the guidance of the Nomination and Governance Committee. To facilitate the detection of any independence issues or conflicts of interests, the Board has adopted a conflict of interest policy. Under the policy, directors are required to declare potential conflicts of interest to the Chairman of the Board immediately. Directors and officers complete a Directors and Officers Questionnaire on an annual basis, on which they must identify any material interests they have in transactions of the Corporation or other conflicts of interest that may exist. In addition, directors must declare any potential conflicts of interest at the beginning of a board or committee meeting where a proposed contract or transaction is first considered. Where a director becomes interested after a contract is made or a transaction is entered into, the director must disclose the conflict at the first meeting after he or she becomes so interested. Directors are required to recuse themselves from a particular matter where there is or may be a perception of conflict or a perception that they may not bring objective judgment to the consideration of the matter.

Strategic Planning Process

Pursuant to the Board Charter, the Board is responsible for reviewing and approving, at least annually, a strategic planning process. As part of this review, the Board receives presentations from management, which take into account the principal risks and opportunities of the Corporation's business. The Board monitors management's execution of the Corporation's strategic plan through quarterly updates during Audit Committee meetings and Board meetings.

Business and Risk Management

The Board, through its Audit Committee, is responsible for ensuring that management has identified the principal risks of the business of the Corporation and has implemented appropriate practices to manage these risks. The principal risks of the Corporation can be found in its Annual Information Form, which is available on the Corporation's website at www.optiva.com or on SEDAR at www.SEDAR.com. The Audit Committee meets regularly to consider reports from management and to discuss significant risk areas and management's risk mitigation practices.

Position Descriptions

The Board has developed written position descriptions for the Chairman of the Board, the Chair of each Board Committee, the Lead Director, the CEO, the CFO and for individual directors (collectively, the "Position Descriptions").

Orientation and Continuing Education

Pursuant to its mandate, and with the assistance of the Nomination and Governance Committee, the Board is responsible for ensuring that all new members receive a comprehensive orientation to increase their effectiveness as soon as possible after their appointment to the Board. New directors are educated regarding the Board's role and the Board Committees, the expected contributions of individual directors (including the commitment of time and energy) as well as strategic and operational direction of the business. This is accomplished through a series of meetings with the Chairman of the Board, key members of management and others members of the Board. In addition, all new directors receive a comprehensive Director's Handbook, which includes, but is not limited to, the following information:

- Corporation overview;
- Strategic plan;
- Risk management overview;
- Organizational charts;
- Board and executive management contact lists;
- Corporate governance documentation;
- Director remuneration;
- Key legal documents; and
- Significant Corporation policies and procedures.

Under the guidance of the Nomination and Governance Committee, the Board is also responsible for providing continuing education opportunities for all directors, so that individual members maintain or enhance their skills and abilities as directors, as well as remain current in their knowledge and understanding of the Corporation's business. In order to assist directors in the continuous advancement of their knowledge of the Company's business, senior management makes regular presentations to the Board on the main areas of the Company's business, financial matters, operations and overall industry. These presentations include highlighting market conditions and trends that may impact the Company's business and influence its strategy, as well as the key risks and opportunities the Company faces. Directors are invited to provide input into the topics they wish to be covered in the education program, and management schedules presentations to cover such areas, which include presentations by external consultants when appropriate.

Ethical Business Practices

Code of Conduct and Business Ethics

Directors, officers, employees and contractors of the Corporation are expected to comply with a Code of Conduct and Business Ethics, the objective of which is to ensure that the Corporation maintains a high level of trust and integrity and meets high ethical standards applicable to all directors, officers, employees and contractors. The Code of Conduct and Business Ethics can be viewed at the Corporation's website at www.optiva.com. Currently, the Board (through the Audit

Committee and the Nomination and Governance Committee), has the responsibility to monitor compliance with the Code of Conduct and Business Ethics and to recommend improvements as deemed necessary or desirable. The Audit Committee and Board receive quarterly reports from the Corporation's Disclosure Committee. The Code of Conduct and Business Ethics is reviewed annually by the Corporation's Nomination and Governance Committee and recommendations, if any, are provided to and decided on by the Board.

Whistle Blower Policy

The Board has adopted a Whistle Blower Policy and has set up a confidential hotline from which summary activity reports are provided and reviewed by select members of management monthly. The Board monitors compliance with the Whistle Blower Policy through quarterly updates (or more frequently, if applicable) from the Audit Committee.

Board Committees

As noted above, the Board has three standing committees: the Audit Committee, the Compensation Committee and the Nomination and Governance Committee. The specific responsibilities of each of the Board Committees are identified in such committee's charter. A copy of each Board Committee Charter is available on the Corporation's website at www.optiva.com.

Audit Committee

Following the Meeting, and assuming that each of the nominees proposed for election to the Board at the Meeting are elected by a majority of the Shareholders, the Audit Committee, which shall be made up of no less than three members, will be comprised of the following three (3) directors: Robert Stabile (Chairman), Demetrios Anaipakos and Christina Jones (collectively, the "**Proposed Audit Committee Members**"). Each Proposed Audit Committee Member is considered "independent" and "financially literate" (as such terms are defined in NI 52-110).

Relevant Education and Experience of Members of the Audit Committee

The education and experience of each Proposed Audit Committee Member that is relevant to such member's responsibilities as a member of the Audit Committee is set out below.

Robert Stabile – Mr. Stabile is currently Chief Financial Officer of Beanfield Metroconnect, a privately-owned telecommunications company. He has over 18 years of financial analysis experience. Mr. Stabile has served as a Portfolio Manager at a private-client asset management firm, LDIC Inc. and prior to that as an Institutional Equity Salesperson and Partner at Paradigm Capital. He began his career at CIBC World Markets in Equity Research. Robert is an Honours Business graduate from Wilfrid Laurier University in Waterloo, Ontario, and a Chartered Financial Analyst charterholder since 2001.

Demetrios Anaipakos – Mr. Anaipakos is a graduate of Stanford University Law School. He has over 20 years of experience handling a wide variety of complex legal issues and disputes, with a significant emphasis in software, telecommunications, commercial and intellectual property matters. Among these engagements, Mr. Anaipakos has worked closely with a Canadian company as part of a very successful effort to license its patented technologies in the mobile telephony space worldwide. Mr. Anaipakos is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization and has garnered numerous professional accolades, including as a "Super Lawyer" in every year since that designation began.

Christina Jones – Ms. Jones has extensive experience in the enterprise software and technology industries. She served as President of pcOrder from 1996 to 2000 and led the company through initial and secondary public offerings on NASDAQ and ultimately through an acquisition. As President of pcOrder she was the primary interface with analysts and investors and responsible for financial execution of the company. She went on to found Extend Fertility, Inc. and currently serves on the board of directors of Extend Fertility, LLC. She holds a Bachelor of Arts in Economics from Stanford University and earned a Master of Business Administration from Harvard Business School.

Audit Committee Charter

The Board has adopted a charter for the Audit Committee which sets out the mandate and responsibilities of the Audit Committee. Among other things, the Audit Committee is responsible for the following:

- ensuring compliance with legal and regulatory requirements, including reviewing and recommending to the Board the annual financial statements, annual Management Discussion & Analysis, and Annual Information Form, and reviewing and approving the interim financial statements and interim Management Discussion & Analysis;
- reviewing the qualifications, performance and independence of the Corporation's external auditor;
- monitoring the quality and integrity of the Corporation's financial statements;
- overseeing the design, implementation and assessment of disclosure controls and procedures and internal control over financial reporting;
- monitoring the effectiveness of the Corporation's risk management program;
- monitoring and reviewing the effectiveness of the Corporation's internal audit function; and
- monitoring compliance with the Corporation's Whistle Blower Policy and procedures.

As contemplated in its Charter, the Audit Committee meets at least four (4) times annually with the external auditors being present and without management being present.

A copy of the Audit Committee's charter is set out in the Corporation's Annual Information Form which is available on the Corporation's website at www.optiva.com or on SEDAR at www.sedar.com.

Compensation Committee

The Compensation Committee is comprised of the following three directors: Andrew Price (Chairman), Scott Brighton, and Christina Jones. The Board has adopted a charter for the Compensation Committee which sets out its purpose, mandate and its duties and responsibilities. Christina Jones is considered “independent” (as such term is defined in NI 58-201). Among other things, the Compensation Committee is responsible for the following:

- recommending the Corporation's framework or broad policy for the compensation of executives (including pension rights and compensation payments);
- recommending the compensation of the CEO, including salary, bonus, long-term incentives and material benefits;
- recommending the compensation paid to executives based on recommendations made by the CEO;
- determining performance-related formulae and targets relevant to executive compensation, based on recommendations made by the CEO;
- reviewing and approving all compensation-related disclosure;
- reviewing periodically the adequacy and form of compensation paid to non-executive directors; and
- succession planning.

Nomination and Governance Committee

The Nomination and Governance Committee is comprised of the following three directors: Chris Helling (Chairman), Demetrios Anaipakos and Farhan Thawar, each of whom are considered "independent" (as such term is defined in NI 58-201).

The Board has adopted a charter for the Nomination and Governance Committee which sets out its purpose, mandate and its duties and responsibilities. As described in the Nomination and Governance Committee charter, the key responsibilities of the Nomination and Governance Committee include, but are not limited to, the following:

- reviewing and recommending to the Board the Corporation's approach to corporate governance policies and practices;
- monitoring compliance with the Corporation's Code of Conduct and Business Ethics;
- providing all new directors with comprehensive orientation on the nature and operation of the Corporation's business;
- providing continuing education opportunities for all directors;
- overseeing the annual board assessment process, including a review of each individual director's performance;
- reviewing and identifying directors for election to the Board;
- developing a process for identifying and reviewing potential conflict of interest situations;

- reviewing annually and recommending to the Board changes to the Board Charter, the charters of the Committees and the Position Descriptions; and
- monitoring compliance of each of the Corporation's Disclosure Policy and Insider Trading Policy.

Nomination of Directors

The Nomination and Governance Committee is responsible for making recommendations to the Board regarding the size, composition of the Board and qualification criteria for Board members reflecting an appropriate mix of expertise, skills, attributes and personal and professional backgrounds for service as an independent director of the Corporation. When recruiting new members, the Nomination and Governance Committee considers the skills and competencies of the current directors, the existence of any gaps in Board skills and the attributes and experience new directors should have in order to best address the needs of the Board. The Nomination and Governance Committee also ensures through discussion with potential board candidates that they have the time available to fulfill their obligations on the Board. In consultation with the Chairman of the Board, the Nomination and Governance Committee develops a desirable mix of attributes and experience, including relevant industry experience, and may retain an external consultant to assist in the identification of candidates meeting the requisite criteria.

Board Access to Management, Outside Counsel and Advisors

The Board or each of the Board Committees has exclusive access to all employees of the Corporation (including members of senior management). The Board or any one of the Board Committees is entitled to engage independent counsel and other advisors as considered necessary to carry out its duties and to set and pay the compensation for any such advisors. As discussed above under "*Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation Consultant.*"

Performance Assessment of the Board and its Committees

The Board annually reviews the effectiveness of the Board and the Board Committees in fulfilling their duties and responsibilities. The Board, the Board Committees and individual directors are assessed annually with respect to their effectiveness and contribution. The Chairman of the Board, in consultation with the chair of the Nomination and Governance Committee, conducts informal assessments of the Board Committees and each director annually.

Majority Voting Policy

The Board has approved a Majority Voting Policy to which all nominees for election to the Board are asked to agree prior to the Board recommending that they be elected. Pursuant to the Majority Voting Policy, forms of proxy for meetings of the shareholders of the Corporation at which directors are to be elected, in an uncontested election, provide the option of voting in favour of, or withholding from voting for, each individual nominee to the Board. If, with respect to any particular nominee, the number of Subordinate Voting Shares withheld from voting exceeds the number of Subordinate Voting Shares voted in favour of the nominee, then the nominee will be considered to have not received the support of the Shareholders for the purpose of the Majority Voting Policy and such elected director is expected to immediately submit his or

her resignation to the Board. A director nominee who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. Within 90 days of receiving the final voting results for the applicable shareholders' meeting, the Board of Directors will announce whether to accept, delay or reject such director's offer to resign, and will promptly issue a press release with the Board's decision. Unless there are exceptional circumstances, the Board shall accept the resignation of a resigning director nominee. In the event the Board determines not to accept the resignation, the press release will fully state the reasons for such decision. If the resignation is accepted, subject to any corporate law restrictions, the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Corporation, (ii) fill the vacancy through the appointment of a director whom the Board considers to merit the confidence of the Shareholders, or (iii) call a special meeting of the shareholders of the Corporation to consider the election of a nominee recommended by the Board to fill the vacant position. The Majority Voting Policy applies only in the case of an uncontested election of directors.

Director Term Limits

The Corporation does not have director term limits or a formal retirement policy given its concern that term limits and retirement policies indiscriminately eliminate both high and low performing directors as well as directors with unique and critical skill sets based solely on tenure or age. The Corporation values the cumulative experience and comprehensive knowledge of the Board that long serving directors possess. Instead, the Board has a process of regular director self-assessment that allow the Chairman of the Board (or in the case of the evaluation of the Chairman of the Board, the Chair of the Nomination and Governance Committee) to have a clear understanding of relative director contribution, skillset and expertise, so that an appropriate level of director turnover can be achieved by having one or more directors not stand for re-election at appropriate times. The Nomination and Governance Committee can consider the composition of the Board and whether there is a need to include nominees with different skills, experiences and perspectives on the Board. This flexible approach allows the Corporation to consider each director individually, as well as the Board composition generally, to determine if the appropriate balance is being achieved. The Corporation also provides clear disclosure in the circular of director tenure and an explanation of how the Corporation's approach ensures diversity of skills, experience, background and gender and an appropriate level of turnover.

Women in Director and Officer Positions

In February 2016, the Board adopted a written policy with respect to diversity which states that the Corporation values diversity of view, experience, skillset, gender and ethnicity and is committed to considering diversity in its director nominations and executive appointments. Gender diversity is one factor that is taken into account in identifying and selecting board members and in considering the hiring, promotion and appointment of executive officers. The Corporation regularly considers the level of representation of women on the Board and in executive officer positions. The Corporation does not have specific targets respecting the representation of women on the board and in executive officer positions as the Board does not believe that quotas or strict rules necessarily result in the identification or selection of the best candidates for the Corporation's highly specialized business. In addition, appointments of directors and selection of executive officers should be made, and should be perceived as being

made, on the merits of the individuals and having a fixed target could impede the application of this principle. While the Corporation does not have fixed targets for the representation of women on the Board or in executive officer positions, in assessing the appropriateness of candidates for board and executive officer appointments, the Corporation does consider the desirability of an appropriate level of representation of women on its board and in executive officer positions.

The Nomination and Governance Committee is responsible for monitoring the effectiveness of the policy. One of six members of the executive team of the Corporation (representing 17%) and one of the seven members of the Board is female (representing 14%).

FEEDBACK

The Board welcomes input and comments from shareholders of the Corporation. Input or comments for the Board or its committees should be directed to:

Anin Basu
2233 Argentia Rd.
East Tower, Suite 302
Mississauga, Ontario
L5N 2X7
Canada

Telephone: (905) 625-2174
Email: anin.basu@optiva.com

AUDIT COMMITTEE INFORMATION

The Audit Committee has a formal charter and is comprised of three directors who are independent and financially literate (for education and experience, please refer to section "Relevant Education and Experience of Members of the Audit Committee" above). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee. Detailed information with respect to the Corporation's Audit Committee is contained under the heading "*Audit Committee*" in the Corporation's Annual Information Form for the fiscal year ended September 30, 2018 filed on SEDAR at www.sedar.com.

INTEREST IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular or in the Corporation's Annual Information Form dated December 12, 2018 as it pertains to transactions between the Corporation and ESW Capital, no informed person, proposed nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of fiscal 2017 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

AVAILABLE INFORMATION

Financial information is provided in the Corporation's comparative annual financial statements and Management's Discussion and Analysis (MD&A) for the year ended September 30, 2018 which are posted on the Corporation's website, www.optiva.com.

Shareholders of the Corporation may request copies of the Corporation's financial statements including its MD&A by contacting:

Anin Basu
2233 Argentia Rd.
East Tower, Suite 302
Mississauga, Ontario
L5N 2X7
Canada

Telephone: (905) 625-2174
Email: anin.basu@optiva.com

Additional information relating to the Corporation is also available on SEDAR at www.sedar.com.

SHAREHOLDER PROPOSALS

Persons entitled to vote at the next annual meeting of the Corporation who wish to submit a proposal for consideration at the meeting, must submit their proposal to the Corporation by October 25, 2019.

DIRECTORS' APPROVAL

The Board of the Corporation has approved the contents and the sending of this Circular.

DATED at Toronto, as of the 23rd day of January, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Danielle Royston"

Danielle Royston
Chief Executive Officer

SCHEDULE I

OPTIVA INC. (the "Corporation") CHARTER FOR THE BOARD OF DIRECTORS

1. Purpose

- 1.1 The Board of Directors (the "Board") have the duty to supervise management of the business and the affairs of the Corporation. The Board, directly and through its committees, and the Chair of the Board shall provide direction to senior management, generally through the Chief Executive Officer (the "CEO"), to pursue the interests of the Corporation.

2. Independence and Conflict of Interest

- 2.1 The majority of the Board Members shall be independent directors, as that term is defined under National Instrument 52-110. The Chairman of the Board need not be an independent director, as that term is defined under National Instrument 52-110.
- 2.2 The Board shall review the independence of its members as well as review any potential conflict of interest situations at least on an annual basis.

3. Committees of the Board

- 3.1 The Board shall establish appropriate Committees to deal with subject matter areas and shall appoint the members of each Committee from amongst the directors of the Corporation. These Committees shall be comprised of at least one independent Director and the remaining members of the Committees need not be independent Directors. For purposes of the Audit Committee, whether or not a committee member is "independent" will be determined in accordance with the definition of such term under *National Instrument 52-110 – Audit Committees*. For purposes of the Compensation Committee and the Nomination and Governance Committee, whether or not a committee member is "independent" will be determined in accordance with the definition of such term under *National Policy 58-201 – Corporate Governance Guidelines*. The Committees shall set out their roles and responsibilities in formal Charters which shall be approved by the Board and made publicly available. Each Committee Chair shall be appointed by the Board, shall report to the Board after each Committee meeting and shall annually provide the Board with a report on its activities in the previous year.

As a minimum the Committees shall comprise:

- a) Audit Committee
- b) Compensation Committee
- c) Nomination and Governance Committee

4. Position Descriptions

- 4.1 The Board shall develop clear position descriptions for the Chair of the Board and the Chair of each Board Committee, and approve any changes as recommended by the Nomination and Governance Committee. In addition, the Board, together with the CEO, shall approve a clear position description for the CEO, which includes delineating management's responsibilities.

On recommendation by the Audit Committee, the Board will approve any changes to the CFO position description.

5. Corporate Governance Statement

- 5.1 The Board shall develop the Corporation's approach to corporate governance, including publishing a Corporate Governance Statement annually that describes how it achieves good governance. The Corporate Governance Statement shall, at a minimum, describe how each of the principles of good governance and best practices contained in the Corporate Governance Guidelines set out under National Policy 58-201 (the "Corporate Governance Guidelines") issued by the Canadian Securities Administrators, is put into practice by the Corporation and also describe any additional corporate governance standards and procedures that the Corporation applies beyond these basic levels. Where, the Corporation is unable to comply with these guidelines, the Corporate Governance Statement shall describe how the features of good governance are being achieved.

6. Management Authority Guidelines

- 6.1 The Board should develop formal Management Authority Guidelines delineating authority retained by the Board and authority delegated to the CEO and the other members of the Executive Team. The Authority Guidelines shall also clearly state matters which should be presented to the Board and its Committees. These matters shall include significant changes to management structure and appointments; strategic and policy considerations; major acquisitions and capital expenditures; major marketing initiatives; significant agreements, contracts and negotiations; significant finance related and other general matters.

7. Strategic Planning

- 7.1 The Board shall adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business with frequent input from management on the Corporation's performance against the strategic plan.

8. **Risk Management and Internal Controls**

8.1 The Board shall identify the principal risks of the Corporation's business, shall ensure that appropriate systems are implemented to manage these risks, and shall receive updates on the status of risk management activities and initiatives annually or more frequently as appropriate.

8.2 The Board shall, at least annually, provide oversight to a review of the effectiveness of the Corporation's system of internal controls. The review should cover all material controls, including financial, operational and compliance controls and risk management systems. The Board shall provide adequate oversight to the financial reporting process including the information systems processing. The Board shall verify the internal financial, operational and compliance controls and risk management systems have been established by management.

9. **Ethical Standards**

9.1 The Board shall adopt a written Code of Ethics and Business Conduct (“the Code”) and shall establish the appropriate “tone at the top”. To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization. Any waivers from the Code that are granted for the benefit of the Corporation's directors or executive officers should be granted by the Board only.

9.2 The Board shall establish an Ethics and Compliance Committee and on recommendation from the Nomination and Governance Committee will approve any amendments to the mandate of the Ethics and Compliance Committee as required.

9.3 The Board shall receive the report of the Ethics and Compliance Committee on an annual basis with respect to the Committee’s activities during the year.

10. **Whistle Blower Policy**

10.1 The Board shall establish a Whistle Blower policy and ensure that there are adequate procedures for it to be apprised on a timely basis and in sufficient detail of all concerns raised by employees, officers and directors of the Corporation and external parties regarding instances of misconduct including illegal or unethical behaviour, fraudulent activities, and violation of Corporation policies, particularly with respect to accounting, internal accounting controls or auditing matters and that such concerns are properly received, reviewed, investigated, documented and brought to an appropriate resolution.

11. **Oversight of Financial Performance**

- 11.1 The Board shall approve the annual budget on the recommendation of the Audit Committee and periodically receive an analysis of actual results versus approved budgets. The Board shall approve the annual and interim reports to shareholders, including the financial statements and MD&A.

12. **Auditor Matters**

- 12.1 The Board shall review and approve the recommendation of the Audit Committee to put before the shareholders for approval at the annual general meeting, the appointment, re-appointment and removal of the Corporation's Auditors and to approve the remuneration and terms of engagement of the Corporation's Auditors.

13. **Board Policies**

- 13.1 The Board may establish and maintain Board policies that establish the parameters for management of the Corporation, with consideration of legal and regulatory requirements, risk tolerance and the Corporation's strategies and objectives. The Board has established the following policies:

- (a) Whistle Blower Policy;
- (b) Code of Conduct and Business Ethics;
- (c) Insider Trading Policy;
- (d) Policy on Disclosure;
- (e) Majority Voting Policy; and
- (f) Diversity Policy.

14. **Management Oversight**

- 14.1 The Board shall approve the corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those corporate goals and objectives.
- 14.2 The Board shall approve the compensation of the CEO, including salary, bonus, long term incentives and material benefits.
- 14.3 The Board shall provide oversight on the recommendation of the Nomination and Governance Committee regarding the appointment and succession plans for the Board and Executive Officers (including appointing, training and monitoring the CEO and other members of the Executive Teams).
- 14.4 The Board shall approve the compensation of executive officers and the appointment and termination of those individuals. All management incentive plans tied to performance

shall be approved by the Board. The Board shall provide oversight to the determination of Senior Management responsibilities.

15. Dialogue with Shareholders and Disclosure

- 15.1 The Board shall establish a Disclosure and Compliance Committee responsible for overseeing the Corporation's Disclosure Policy and Insider Trading Policy.
- 15.2 The Nomination and Governance Committee and Audit Committee will recommend any changes to the Disclosure and Compliance Committee Mandate to the Board for approval.
- 15.3 The Board shall adopt a Disclosure Policy for the Corporation and there shall be a dialogue with shareholders based on the mutual understanding of objectives. The Board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders takes place. The Board shall appoint one of the independent non-executive Directors to be the senior independent Director who shall be available to shareholders if they have concerns which contact through the normal channels of Chairman, CEO or the Chief Financial Officer has failed to resolve or for which such contact is inappropriate.
- 15.4 The Chairman of the Board shall be available at the Annual General Meeting of the Corporation to respond to any shareholder questions on the activities and responsibilities of the Board.

16. Meeting Procedures

- 16.1 The Board shall meet at least quarterly and at such times and with such frequency as the Board shall determine is appropriate to meet its responsibilities. A quorum of the Board shall consist of a majority of the Directors. At least seven days' notice of any meeting of the Board shall be given, although such notice may be waived or shortened with the consent of all the members of the Board.
- 16.2 The independent directors shall hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance.
- 16.3 In setting the meeting agendas, the Chairman of the Board shall encourage members of the Board to provide input in order to address emerging issues.
- 16.4 The Board shall set its annual agenda to ensure compliance with the requirements of the Corporate Governance Guidelines and shall cause the same to be done by its Committees with respect to their Charters. The Board shall review and approve the annual agendas of its Committees.

- 16.5 The Board shall be supplied in a timely manner with information (including regular management financial information) and resources in a form and of a quality appropriate to enable it to discharge its duties and to allow monitoring of management's objectives and strategies.
- 16.6 The Secretary of the Board shall circulate the minutes of meetings of the Board to all members of the Board for review and comments.
- 16.7 Directors are expected to attend every Board meeting and review all meeting materials in advance of the meetings.

17. **Board Effectiveness**

- 17.1 The Board shall review the Corporate Governance Guidelines on an annual basis to ensure that they remain relevant and cause the same to be done by each of its Committees of their Charter.
- 17.2 In conjunction with the Nomination and Governance Committee, the Board shall adopt a process for nominating or appointing individuals as directors, including:
- (a) Consider what competencies and skills the Board, as a whole, should possess;
 - (b) Assess what competencies and skills each existing director possesses; and
 - (c) Consider the appropriate size of the Board, with a view to facilitating effective decision-making.
- 17.3 The Board, its Committees and each individual Director shall regularly conduct a self-assessment regarding his, her or its effectiveness and contribution. A self-assessment shall consider in the case of the Board or a Board Committee, its Charter and in the case of an individual Director, the applicable position description(s), as well as the competencies and skills each individual Director is expected to bring to the Board.
- 17.4 The Board shall provide continuing education opportunities for all Directors, so that individuals may maintain or enhance their skills and abilities as Directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current.
- 17.5 The Board shall ensure that all new Directors receive a comprehensive orientation. All new Directors should fully understand the role of the Board and its Committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its Directors). All new directors should also understand the nature and operation of the Corporation's business.

18. **Board Administration**

- 18.1 The Board shall establish and monitor procedures for identification of and dealing with conflicts of interest. Directors shall recuse themselves from a particular matter where there may be a perception of conflict or a perception that they may not bring objective judgment to the consideration of the matter.
- 18.2 The Board shall not take any action which may confer on certain shareholders or other parties an unfair advantage at the expense of other shareholders or the Corporation.
- 18.3 Directors shall annually complete a Directors and Officers Questionnaire to facilitate the detection of any independence issues or conflicts of interest at the Board level.
- 18.4 The Board shall oversee an annual review of director compensation to ensure development of a compensation strategy that properly aligns the interests of Directors with the long-term interests of the Corporation and shareholders.
- 18.5 The Corporation shall indemnify Directors against losses that may arise from the appropriate exercise of their authority as Directors, and shall arrange for an adequate level of Directors and Officers Liability Insurance to supplement this indemnification.
- 18.6 The Board shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers being necessary or advisable in order to perform its duties and responsibilities.
- 18.7 The Board shall be entitled to engage independent counsel and other advisors as it considers necessary to carry out its duties and to set and pay the compensation for any such advisors.

19. **No Rights Created**

- 19.1 This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements as well as in the context of the Corporation's articles and By-laws, it is not intended to establish any legally binding obligations.

SCHEDULE II
AMENDED AND RESTATED SHARE UNIT PLAN

OPTIVA INC.
SHARE UNIT PLAN

FINAL VERSION
AMENDED AND RESTATED EFFECTIVE MARCH 5, 2019

1. PREAMBLE AND DEFINITIONS

1.1 **Title.**

The Plan described in this document shall be called the “Optiva Inc. Share Unit Plan”.

1.2 **Purposes of the Plan.**

The purposes of the Plan are:

- a. to promote a further alignment of interests between Eligible Individuals and the shareholders of the Corporation;
- b. to associate a portion of compensation of Eligible Individuals with the returns achieved by shareholders of the Corporation over the medium term; and
- c. to attract and retain Eligible Individuals with the knowledge, experience and expertise required by the Corporation.

1.3 **Definitions.**

1.3.1 **“Applicable Law”** means any applicable provision of law, domestic or foreign, including, without limitation, applicable securities legislation, together with all regulations, rules, policy statements, rulings, notices, orders or other instruments promulgated thereunder, and Stock Exchange Rules.

1.3.2 **“Beneficiary”** means, subject to Applicable Law, an individual who has been designated by an Eligible Individual, in such form and manner as the Committee may determine, to receive benefits payable under the Plan upon the death of the Eligible Individual, or, where no such designation is validly in effect at the time of death, the Eligible Individual’s legal representative.

1.3.3 **“Board”** means the Board of Directors of the Corporation.

1.3.4 **“Cause”** in respect of a Participant means

- (a) that the Participant has been guilty of fraud or serious misconduct in circumstances which would make the Participant unsuitable to continue to discharge their duties of employment;
- (b) that the Participant has committed a material breach of the terms of the Participant’s contract of employment with the Corporation or a Optiva Entity, as applicable;

- (c) that the Participant is unwilling to satisfactorily perform the duties and functions assigned to the Participant;
- (d) that the Participant has made a material misrepresentation to the Corporation or a Optiva Entity with respect to the Participant's work history, educational qualifications or skills relevant to the duties and functions assigned to the Participant; or
- (e) "just cause" "or "cause" for Termination by the Corporation or a Optiva Entity as determined under Applicable Law.

1.3.5 **"Change in Control"** means:

- (a) a successful "take-over bid" (as defined in the Securities Act (Ontario), as amended, or any successor legislation thereto) pursuant to which the "offeror" acquires in excess of 50% of the outstanding Shares;
- (b) the issuance to, or acquisition by any person, or group of persons acting in concert, directly or indirectly, including through an arrangement or other form of reorganization, of Shares which in the aggregate total 50% or more of the then issued and outstanding Shares;
- (c) the sale of all or substantially all of the assets of the Corporation;
- (d) the liquidation, winding-up or dissolution of the Corporation;
- (e) the completion of an arrangement, merger, business combination, amalgamation, reorganization or similar transaction involving the Corporation as a result of which the holders of the outstanding voting securities or interests of the Corporation immediately prior to the completion of the reorganization hold directly or indirectly less than 50% of the outstanding voting securities or interests of the continuing entity upon completion of the transaction; or
- (f) an event that the Board determines to be a Change of Control has occurred for the purposes of this Plan.

1.3.6 **"Committee"** means the Compensation Committee of the Board or such other committee of the Board which may be appointed by the Board to, among other things, interpret, administer and implement the Plan.

1.3.7 **"Consultant"** has the meaning provided for the purposes of National Instrument 45-106 – *Prospectus Exemptions*.

- 1.3.8 **“Corporation”** means Optiva Inc. and any successor corporation whether by arrangement, merger, business combination, merger, amalgamation, reorganization or otherwise.
- 1.3.9 **“Date of Termination”** means, with respect to a Participant’s employment, the date on which the Participant experiences a “Termination”.
- 1.3.10 **“Disability”** means the Participant’s physical or mental incapacity that prevents the Participant from substantially fulfilling the Participant’s duties and responsibilities on behalf of the Corporation or, if applicable, a Optiva Entity, as determined by the Committee and in, the case of a Participant who is an employee of the Corporation or Optiva Entity, in respect of which the Participant commences receiving, or is eligible to receive, disability benefits under the Corporation’s or a Optiva Entity’s short-term or long-term disability plan.
- 1.3.11 **“Disability Date”** means, in relation to a Participant, that date determined by the Committee to be the date on which the Eligible Individual experienced a Disability.
- 1.3.12 **“Eligible Individual”** means such employee, director, officer of, or Consultant providing services as an independent contractor to, the Corporation or a Optiva Entity as the Committee may designate as eligible to participate in the Plan.
- 1.3.13 **“Employed”** means, with respect to a Participant, that:
- (a) the Participant is performing work at a workplace of the Corporation or an Optiva Entity; or
 - (b) the Participant is not actively at work at a workplace of the Corporation or an Optiva Entity due to an approved leave of absence, maternity or parental leave or Disability.
- 1.3.14 **“Grant”** means a grant of Share Units made pursuant to Section 3.1.
- 1.3.15 **“Grant Agreement”** means an agreement between the Corporation and an Eligible Individual under which a Grant is made, as contemplated by Section 3.1, together with such schedules, amendments, deletions or changes thereto as are permitted under the Plan.
- 1.3.16 **“Grant Date”** means the effective date of a Grant.
- 1.3.17 **“Grant Value”** means the dollar amount for a Grant as contemplated by Section 3 hereof.

- 1.3.18 **“Insider”** means any “insider”, as such term is defined in the Company Manual of the Toronto Stock Exchange, as amended or varied from time to time, including such staff notices of the Toronto Stock Exchange which may supplement the same;
- 1.3.19 **“Market Value”** means, with respect to any particular date, the volume weighted average trading price per Share on the Stock Exchange during the immediately preceding five Trading Days. In the event that the Shares are not listed and posted for trading on the Stock Exchange, the Market Value shall be the fair market value of the Shares as determined by the Corporation in its sole discretion, acting reasonably and in good faith.
- 1.3.20 **“Optiva Entities”** means, collectively, any of the Corporation’s subsidiaries, partnerships, trusts or other controlled entities.
- 1.3.21 **“Participant”** has the meaning set forth in Section 3.2.1 hereof.
- 1.3.22 **“Performance Period”** means, with respect to PSUs, the period specified by the Committee for achievement of any applicable Performance Vesting Conditions.
- 1.3.23 **“Performance Vesting Condition”** means any such financial and/or personal performance criterion as may be determined by the Committee in respect of a Grant to any Eligible Individual or Eligible Individuals and set out in a Grant Agreement, which may apply to the Corporation, an Optiva Entity, the Corporation and Optiva Entities as a whole, a business unit of the Corporation or group comprised of the Corporation and some of Optiva Entities or a group of Optiva Entities, either individually, alternatively or in any combination, and measured either in total, incrementally or cumulatively over a specified performance period, on an absolute basis or relative to a pre-established target, to previous years’ results or to a designated comparator group, or otherwise, which may be graduated by percentages, including a percentage in excess of 100%.
- 1.3.24 **“Plan”** means this Optiva Inc. Share Unit Plan, including any schedules or appendices hereto, as amended and/or restated from time to time.
- 1.3.25 **“PSU”** means a right, granted to an Eligible Individual in accordance with Section 3 hereof, to receive a Share or the Market Value of one Share, that generally becomes Vested, if at all, subject to the attainment of Performance Vesting Conditions and satisfaction of such other conditions to Vesting, if any, as may be determined by the Committee.
- 1.3.26 **“Retirement”** means the Eligible Individual’s resignation from employment with the Corporation or an Optiva Entity, as applicable, at or after age 65, or at such earlier age as the Committee may approve.

- 1.3.27 **“RSU”** means a right granted to an Eligible Individual in accordance with Section 3 hereof, to receive a Share or the Market Value of one Share, that generally becomes Vested, if at all, following a period of continuous employment of the Eligible Individual with the Corporation or an Optiva Entity.
- 1.3.28 **“Share”** means a subordinate voting share of the Corporation and such other share as may be substituted for it as a result of amendments to the articles of the Corporation, arrangement, reorganization or otherwise, including any rights that form a part of the subordinated voting share or substituted share.
- 1.3.29 **“Share Purchase Trust”** means a trust established pursuant to Section 4.1 hereof with an independent, unaffiliated bank or trust company as “Trustee”, to hold Shares for delivery from time to time to Eligible Individuals upon exercise or settlement of Vested Share Units, that is established and maintained in accordance with the Applicable Law.
- 1.3.30 **“Share Unit”** means either an RSU or a PSU as the context requires. 1.3.30 “Share Unit Account” has the meaning set out in Section 5.1.
- 1.3.31 **“Stock Exchange”** means the Toronto Stock Exchange, or if the Shares are not listed on the Toronto Stock Exchange, such other stock exchange on which the Shares are listed, or if the Shares are not listed on any stock exchange, then on the over-the-counter market.
- 1.3.32 **“Stock Exchange Rules”** means the applicable rules of the Stock Exchange and any other stock exchange upon which shares of the Corporation are listed.
- 1.3.33 **“Termination”** (or any derivative thereof) means (i) the voluntary or involuntary cessation of a Participant’s active Employment with the Corporation or an Optiva Entity (other than in connection with the Participant’s transfer to Employment within the Corporation or another Optiva Entity), being the date on which the Eligible Individual ceases to render services to the Corporation or Optiva Entity, as applicable, whether lawful or otherwise, without giving effect to any period of notice or compensation in lieu of notice, but not including a Participant’s absence from active work during a period of vacation, temporary illness, authorized leave of absence or Disability, and (ii) in the case of a Participant who does not return to active Employment with the Corporation or an Optiva Entity immediately following a period of absence due to vacation, temporary illness, authorized leave of absence or Disability, the Participant’s active Employment shall be deemed for purposes of the Plan to have ceased on the last day of such period of absence.

- 1.3.34 “**Time Vesting**” means any conditions relating to continued service with the Corporation or an Optiva Entity for a period of time in respect of the Vesting of Share Units determined by the Committee, which may be graduated by percentages, including a percentage in excess of 100%.
- 1.3.35 “**Trading Day**” means any date on which the Stock Exchange is open for the trading of Shares and on which Shares are actually traded.
- 1.3.36 “**Vested**” means the applicable Time-Vesting, Performance-Vesting and/or any other conditions for Vesting in relation to a whole or a percentage of the number of Share Units determined by the Committee in connection with each PSU Grant or RSU Grant made pursuant to the Plan, as the case may be, (i) have been met; (ii) have been waived or deemed to be met pursuant to any of Section 6.5, Section 6.6 or Section 6.7; (iii) or are otherwise waived pursuant to Section 3.3, and “Vesting” has a comparable meaning.
- 1.3.37 “**Vesting Date**” means the earliest date on which the applicable Time-Vesting, Performance Vesting Conditions and/or any other conditions for a Share Unit becoming Vested are met, deemed to have been met or waived as contemplated in Section 1.3.36.
- 1.3.38 “**Vesting Period**” means, with respect to a Grant, the period specified by the Committee, commencing on the Grant Date and ending on the last Vesting Date for Share Units subject to such Grant which, unless otherwise determined by the Committee, shall not be later than December 15 of the third year following the year in which the Participant performs the services to which the Grant relates.

2. CONSTRUCTION AND INTERPRETATION

- 2.1 **Singular, Plural.** In the Plan, references to the singular shall include the plural and vice versa, as the context shall require.
- 2.2 **Governing Law.** The Plan shall be governed and interpreted in accordance with the laws of the Province of Ontario and any actions, proceedings or claims in any way pertaining to the Plan shall be commenced in the courts of the Province of Ontario.
- 2.3 **Severability.** If any provision or part of the Plan is determined to be void or unenforceable in whole or in part, such determination shall not affect the validity or enforcement of any other provision or part thereof.
- 2.4 **Headings, Sections.** Headings wherever used herein are for reference purposes only and do not limit or extend the meaning of the provisions herein contained. A reference to a section or schedule shall, except where expressly stated otherwise, mean a section or schedule of the Plan, as applicable.

3. SHARE UNIT GRANTS AND VESTING PERIODS

3.1 Grant of Share Units.

Subject to such actions as are taken in respect of the Plan by the Board, the Plan shall be administered by the Committee.

The Committee shall have the authority in its sole and absolute discretion to administer the Plan and to exercise all the powers and authorities either specifically granted to it under the Plan or necessary or advisable in the administration of the Plan subject to and not inconsistent with the express provisions of this Plan, including, without limitation, the authority:

- (a) to make Grants of Share Units;
- (b) to determine the Grant Date for Grants, if not the date on which the Committee determines to make such Grants;
- (c) to determine the Eligible Individuals to whom, and the time or times at which Grants shall be made and shall become issuable;
- (d) to determine the Grant Value for each Grant and accordingly the number of Share Units to be covered by each Grant in accordance with Section 3.2 hereof;
- (e) approve or authorize the applicable form and terms of the related Grant Agreements;
- (f) determine the terms and conditions of Grants granted to any Eligible Individual, including, without limitation, (A) the type of Share Unit, (B) the number of Share Units (RSUs or PSUs) subject to a Grant, (C) the Vesting Period(s) applicable to a Grant, (D) the conditions to the Vesting of any Share Units granted hereunder, including Performance Vesting Conditions and Time Vesting Conditions, the Performance Period for PSUs and the conditions, if any, upon which Vesting of any Share Unit will be waived or accelerated without any further action by the Committee, (E) the circumstances upon which a Share Unit shall be forfeited, cancelled or expire, (F) the consequences of a Termination with respect to a Share Unit, (G) the manner of exercise or settlement of Vested Share Units, including with respect to a settlement of Vested Share Units, whether to settle with Shares issued from treasury or with Shares purchased on the open market by the Share Purchase Trust, and (H) whether and the terms upon which any Shares delivered upon exercise or settlement of a Share Unit must continue to be held by a Participant for any specified period;

- (g) determine whether and the extent to which any Performance Vesting conditions or other conditions applicable to the Vesting of a Share Unit have been satisfied or shall be waived or modified;
- (h) amend the terms of any outstanding Grant under the Plan or Grant Agreement provided, however, that except as provided in Section 3.1(i), no such amendment, suspension or termination shall be made at any time to the extent such action would materially adversely affect the existing rights of a Participant with respect to any then outstanding Share Unit without the Participant's consent in writing and provided further, however, that the Committee may amend the terms of a Share Unit or Grant Agreement without the consent of the Participant for purposes of complying with Applicable Law;
- (i) change or replace any Performance Vesting Condition, or modify the weighting as between different Performance Vesting Conditions applicable to a particular Grant as the Committee sees fit in the event of a material change affecting the Corporation or an Optiva Entity, including a material acquisition, disposition, change in Applicable Law or change in accounting standards applicable to the Corporation or an Optiva Entity, provided that the Committee reasonably determines (i) that the change or replacement is necessary or appropriate to preserve the rights of the Eligible Individuals with respect to outstanding PSUs on a basis substantially proportionate to that which existed prior to the event giving rise to the change or replacement, or (ii) that the change or replacement will not materially adversely affect the likelihood of vesting or amount of any Grant;
- (j) determine whether, and the extent to which, adjustments shall be made pursuant to Section 5.3 and the terms of any such adjustments;
- (k) to interpret the Plan and Grant Agreements;
- (l) prescribe, amend and rescind such rules and regulations and make all determinations necessary or desirable for the administration and interpretation of the Plan and Grant Agreements;
- (m) to determine the terms and provisions of Grant Agreements (which need not be identical) entered into in connection with Grants; and
- (n) to make all other determinations deemed necessary or advisable for the administration of the Plan.

3.2 Eligibility and Award Determination.

- 3.2.1 In determining the Eligible Individuals to whom Grants may be granted ("Participants") and the Grant Value for (and accordingly the number of Share Units to be covered by) each Grant (subject to adjustment in

accordance with Time Vesting or Performance Vesting), the Committee may take into account such factors as it shall determine in its sole and absolute discretion.

- 3.2.2 The number of Share Units to be covered by each Grant shall be determined by dividing the Grant Value for such Grant by the Market Value of a Share as at the Grant Date, rounded up to the next whole number.
- 3.2.3 For greater certainty and without limiting the discretion conferred on the Committee pursuant to this Section, the Committee's decision to approve a Grant in any period shall not require the Board to approve a Grant to any Eligible Individual in any other period; nor shall the Committee's decision with respect to the Grant Amount or terms and conditions of a Grant in any period require it to approve a Grant of the same or similar Grant Amount or with the same or similar terms and conditions to any Eligible Individual in any other period. The Committee shall not be precluded from approving a Grant to any Eligible Individual solely because such Eligible Individual may have previously received a Grant under this Plan or any other similar compensation arrangement of the Corporation or an Optiva Entity. No Eligible Individual has any claim or right to receive a Grant.
- 3.2.4 Subject to Section 3.2.5, each Grant Agreement shall set forth, at a minimum, the type and Grant Date of the Grant evidenced thereby, the number of Share Units (RSUs or PSUs) subject to such Grant, the applicable Vesting conditions, the applicable Vesting Period(s) and the treatment of the Grant upon Termination and may specify such other terms and conditions consistent with the terms of the Plan as the Committee shall determine or as shall be required under any other provision of the Plan. The Committee may include in a Grant Agreement terms or conditions pertaining to confidentiality of information relating to the Corporation's operations or businesses which must be complied with by an Eligible Individual including as a condition of the grant or Vesting of Share Units
- 3.2.5 The Committee may prescribe terms for Grant Agreements in respect of Eligible Individuals who are subject to the laws of a jurisdiction other than Canada in connection with their participation in the Plan that are different than the terms of the Grant Agreements for Eligible Individuals who are subject to the laws of Canada in connection with their participation in the Plan, and/or deviate from the terms of the Plan set out herein, for purposes of compliance with Applicable Law in such other jurisdiction or where in the Committee's opinion such terms or deviations are necessary or desirable to obtain more advantageous treatment for the Corporation, an Affiliate or the Eligible Individuals in respect of the Plan under the Applicable Law of the other jurisdiction. Notwithstanding the foregoing, the terms of any Grant Agreement shall be consistent with the Plan to the

extent practicable having regard to the Applicable Law of the jurisdiction in which such Grant Agreement is applicable and no such terms or deviation shall be made without the prior approval of the Toronto Stock Exchange.

- 3.3 Discretion of the Committee.** Notwithstanding any other provision hereof or of any applicable instrument of grant, the Committee may accelerate or waive any condition to the Vesting of any Grant, all Grants, any class of Grants or Grants held by any group of Eligible Individuals.
- 3.4 Effects of Committee's Decision.** Any interpretation, rule, regulation, determination or other act of the Committee hereunder shall be made in its sole discretion and shall be conclusively binding upon all persons.
- 3.5 Liability Limitation.** No member of the Committee, the Board or any officer or employee of the Corporation or an Optiva Entity shall be liable for any action or determination made in good faith pursuant to the Plan or any Grant Agreement under the Plan. To the fullest extent permitted by law, the Corporation and Optiva Entities shall indemnify and save harmless each person made, or threatened to be made, a party to any action or proceeding in respect of the Plan or a Share Purchase Trust by reason of the fact that such person is or was a member of the Committee or the Board or is or was an officer or employee of the Corporation or an Optiva Entity.
- 3.6 Delegation and Administration.** The Committee may, in its discretion, delegate such of its powers, rights and duties under the Plan, in whole or in part, to any committee or any one or more directors, officers or employees of the Corporation or Optiva Entity as it may determine from time to time, on terms and conditions as it may determine, except the Committee shall not, and shall not be permitted to, delegate any such powers, rights or duties to the extent such delegation is not consistent with Applicable Law. The Committee may also appoint or engage a trustee, custodian or administrator to administer or implement the Plan or any aspect of it, except that the Committee shall not, and shall not be permitted to, appoint or engage such a trustee, custodian or administrator to the extent such appointment or engagement is not consistent with Applicable Law.

4. ESTABLISHMENT OF TRUST AND PURCHASE OF SHARES.

- 4.1 Establishment of Share Purchase Trusts.** From time to time, the Corporation may establish and maintain one or more Share Purchase Trusts, on such terms and conditions as the Committee shall determine, and may contribute cash for the purchase of Shares thereto, on its own behalf and/or on behalf of such Optiva Entities as the Corporation may determine.
- 4.2 Purchase of Shares.** In the event that Share Units are settled or exercised with Shares purchased on the open market, such Shares shall be purchased on the open market by the trustee of the Share Purchase Trust acting through a broker designated by the trustee who is independent of the Corporation in accordance

with Stock Exchange Rules and who is a member of the Stock Exchange. Subject to the foregoing part of this Section 4.2, any such designation of a broker may be changed from time to time.

5. ACCOUNTS, DIVIDEND EQUIVALENTS AND REORGANIZATION

- 5.1 Share Unit Account.** An account, called a “Share Unit Account”, shall be maintained by the Corporation, or an Optiva Entity, as specified by the Committee, for each Participant and will be credited with such notional grants of Share Units as are received by a Participant from time to time pursuant to Sections 3.1 and 3.2 and any dividend equivalent Share Units pursuant to Section 5.2. Share Units that fail to vest to a Participant pursuant to Section 6, or that are paid out to the Participant or the Participant’s Beneficiary, shall be cancelled and shall cease to be recorded in the Participant’s Share Unit Account as of the date on which such Share Units are forfeited or cancelled under the Plan or are paid out, as the case may be. For greater certainty, where a Participant is granted both RSUs and PSUs, such RSUs and PSUs shall be recorded separately in the Participant’s Share Unit Account.
- 5.2 Dividend Equivalent Share Units.** A Grant Agreement relating to a grant of Share Units may, but need not, provide for the accrual of dividend equivalent amounts for the account of the Participant as hereinafter provided with respect to cash dividends paid in the ordinary course to shareholders in respect of outstanding Shares. If a Grant Agreement provides that dividend equivalent amounts will be accrued in respect of RSUs or PSUs, unless determined by the Committee that dividend equivalents will accrue on another basis, if and when cash dividends are paid with respect to Shares (other than any extraordinary dividend) to shareholders of record as of a record date occurring during the period from the Grant Date under the Grant Agreement to the date of settlement of the Share Units granted thereunder, a number of additional RSUs or PSUs, as the case may be, shall be granted to the Participant who is a party to such Grant Agreement equal to the greatest number of whole Shares having a Market Value, as of the payment date for such dividend, equal to the product of (i) the cash dividend paid with respect to a Share multiplied by (ii) the number of Share Units subject to such Grant as of the record date for the dividend. The additional Share Units (RSUs or PSUs) granted to a Participant shall be subject to the same terms and conditions, including Vesting and settlement terms, as the corresponding Share Units (RSUs or PSUs), as the case may be.
- 5.3 Adjustments.** In the event of any stock dividend, stock split, combination or exchange of shares, capital reorganization, consolidation, spin-off or other distribution (other than normal cash dividends) of the Corporation’s assets to shareholders, or any other similar changes affecting the Shares, a proportionate adjustment to reflect such change or changes shall be made with respect to the number of Share Units outstanding under the Plan, or securities into which the Shares are changed or are convertible or exchangeable may be substituted for Shares under this Plan, on a basis proportionate to the number of Share Units in

the Eligible Individual's Share Unit Account or some other appropriate basis, all as determined by the Committee in its sole discretion.

6. VESTING AND SETTLEMENT OF SHARE UNITS

6.1 **Settlement.** Share Units shall be settled upon or as soon as reasonably practicable following the Vesting thereof, subject to payment or other satisfaction of all related withholding obligations in accordance with Section 10.2 and the terms of the applicable Grant Agreement. Settlement shall be made in cash, Shares or any combination thereof, as determined by the Committee. At the discretion of the Committee, settlement of Share Units in Shares shall be made by (i) delivery to the Eligible Individual or the Eligible Individual's Beneficiary, as the case may be, of one Share issued from treasury for each Share Unit then being settled and evidenced in such manner as the Committee shall deem appropriate, including, without limitation, book-entry registration, or (ii) delivery by the Trustee to the Eligible Individual or the Eligible Individual's Beneficiary, as the case may be, of one Share from the applicable Share Purchase Trust for each such Share Unit then being settled. Settlement of Share Units in cash shall be made by payment to the Eligible Individual or the Eligible Individual's Beneficiary, as the case may be, of an aggregate amount equal to the product of:

A the Market Value of a Share on the applicable settlement date specified by the Committee,

multiplied by

B the number of Share Units then being settled.

6.2 **Failure to Vest.** For greater certainty, an Eligible Individual shall have no right to receive Shares or a cash payment with respect to any Share Units that do not become Vested.

6.3 **Continued Employment.** Subject to this Section 6, Share Units subject to a Grant and dividend equivalent Share Units credited to the Eligible Individual's Share Unit Account in respect of such Share Units shall vest in such proportion(s) and on such Vesting Date(s) as may be specified in the Grant Agreement governing such Grant provided that, unless otherwise determined by the Committee, the Eligible Individual is Employed on the relevant Vesting Date. For greater certainty, an Eligible Individual shall not be considered to be Employed on a Vesting Date if, prior to such Vesting Date, such Eligible Individual received a payment in lieu of notice of Termination of employment, whether under a contract of employment, as damages or otherwise, or if such Eligible Individual experienced a Disability Date.

6.4 **Termination of Employment for Cause.** In the event an Eligible Individual's employment is Terminated for Cause by the Corporation, or an Optiva Entity, as applicable, prior to the end of the Vesting Period relating to a Grant, no Share Units relating to such Grant and no dividend equivalent Share Units in respect of

such Share Units that have not Vested and been settled prior to the date of the Eligible Individual's Termination for Cause shall vest.

6.5 Death. Unless otherwise determined by the Committee, in the event an Eligible Individual dies prior to the end of the Vesting Period relating to a Grant all Share Units therein credited to the Eligible Individual's Account that have not previously Vested will Vest and all of the Eligible Individual's Vested Share Units will be settled in accordance with Section 6.1 as soon as practicable following the Eligible Individual's date of death.

6.6 Termination without Cause, Disability or Retirement. Unless otherwise determined by the Committee, in the event a Participant's Employment is Terminated by the Corporation or an Optiva Entity without Cause or the Participant ceases to be Employed by reason of Disability or Retirement prior to the end of the Vesting Period relating to a Grant, a number of Share Units determined by the formula $A \times B/C$, where

A equals the total number of Share Units relating to such Grant and dividend equivalent Share Units in respect of such Share Units,

B equals the total number of days between the Grant Date for such Grant and the Eligible Individual's Date of Termination without Cause, Disability Date or date of Retirement, as applicable, and

C equals total number of days between the Grant Date for such Grant and the end of the Vesting Period relating to such Grant,

shall be deemed to become Vested Share Units (including existing Vested Share Units in respect of such Grant) on such Date of Termination without Cause, Disability Date or date of Retirement, as applicable.

6.7 PSU Vesting. In the case of a Grant of PSUs, for the purposes of Sections 6.5 and 6.6 (factor A thereof), the total number of Share Units relating to such Grant shall be the number of PSUs specified in the Grant Agreement for such Grant without giving effect to any potential increase or decrease in such number as a result of graduated Performance Vesting conditions, together with any related dividend equivalent PSUs credited to the Participant's Share Unit Account at the Eligible Individual's Date of Termination without Cause, Disability Date or date of Retirement, as applicable.

6.8 Change in Control.

In the event of a Change in Control prior to the end of the Vesting Period relating to a Grant, the Committee may determine, in its sole discretion:

(a) to waive applicable conditions for Vesting such that all Share Units shall become Vested Share Units on the effective date of the Change in Control, provided that, in the case of a Grant of PSUs,

the total number of Share Units relating to such Grant shall be the number of PSUs specified in the Grant Agreement for such Grant without giving effect to any potential increase or decrease in such number as a result of graduated Performance Vesting permitting Vesting of more or less than 100% of the PSUs in a Grant; or

- (b) that for any Share Unit, there shall be substituted an entitlement to such other securities into which Shares are changed, or are convertible or exchangeable, on a basis proportionate to the number of Shares to which the Participant would otherwise be entitled or some other appropriate basis.

7. CURRENCY

- 7.1 **Currency.** Except where expressly provided otherwise, all references in the Plan to currency refer to lawful Canadian currency, provided that a Grant Agreement may provide for the conversion of the amount payable to a Participant under the Plan into another currency based on such rate of exchange as may be determined by the Committee.

8. SHARES SUBJECT TO PLAN

- 8.1 **Number of Shares Subject to Plan.** Subject to adjustment as provided in section 5.3 the maximum number of Shares available for issuance under the Plan and under any other security based compensation arrangement of the Corporation shall not exceed ten percent of the issued and outstanding Shares. Every three years after the Effective Date of the Plan, all unallocated Shares under the Plan shall be submitted for approval to the Board and the shareholders of the Corporation. The Shares in respect of which Share Units are terminated, cancelled or expired without vesting shall be available for subsequent Share Units. In addition, Shares which are issued from treasury in settlement of Vested Share Units will subsequently be reloaded into the Plan so that the Corporation will have the ability to re-grant such Shares pursuant to future Grants. The reloading of issued Shares into the Plan is subject to the Corporation paying the applicable listing fees to the Toronto Stock Exchange for same, but will not require shareholder approval.
- 8.2 **Fractional Shares.** No fractional Shares shall be issued upon the settlement of Share Units under this Plan and, accordingly, if a Participant would become entitled to a fractional Share upon the settlement of a Share Unit, such Participant shall only have the right to receive the next lowest whole number of Shares and no payment or other adjustment will be made with respect to the fractional interest so disregarded.
- 8.3 **Maximum Grants.** Notwithstanding any other provision of this Plan, any Grant Agreement or other agreement relating to Share Units:
 - (a) the maximum number of Shares issuable to Insiders at any time under the Plan, the Corporation's stock option plan and all other security-based

compensation arrangements of the Corporation shall not exceed ten percent of the issued and outstanding Shares and the number of Shares issued to Insiders within any one-year period under the Plan, the Corporation's stock option plan and all other security based compensation arrangements of the Corporation may not exceed ten percent of the then issued and outstanding Shares; and

- (b) the aggregate number of Shares reserved for issuance to any one Participant under the Plan, together with the Corporation's stock option plan and all other security-based compensation arrangements of the Corporation, shall not exceed five percent of the then issued and outstanding Shares (on a non-diluted basis).

9. SHAREHOLDER RIGHTS

- 9.1 **No Rights to Shares.** Share Units are not Shares and a Grant of Share Units will not entitle an Eligible Individual to any shareholder rights, including, without limitation, voting rights, dividend entitlement or rights on liquidation.

10. MISCELLANEOUS

- 10.1 **Compliance with Laws and Policies.** The Corporation's obligation to make any payments in cash or Shares is subject to compliance with Applicable Law. Each Eligible Individual shall acknowledge and agree (and shall be conclusively deemed to have so acknowledged and agreed by participating in the Plan) that the Eligible Individual will, at all times, act in strict compliance with Applicable Law and all other laws and any policies of the Corporation applicable to the Eligible Individual in connection with the Plan including, without limitation, furnishing to the Corporation all information and undertakings as may be required to permit compliance with Applicable Law.
- 10.2 **Withholdings.** So that the Corporation or an Optiva Entity, as applicable, will be able to comply with the applicable provisions of any federal, provincial, or local law relating to the withholding of tax or other required deductions, the Corporation, or an Optiva Entity, as applicable, may withhold or cause to be withheld from any amount payable to any person, either under this Plan, or otherwise, such amount as may be necessary to permit the Corporation or the Optiva Entity, as applicable, to so comply. The Corporation, a Optiva Entity and any trustee or custodian shall also have the right in its discretion to satisfy any such liability for withholding or other required deduction amounts by selling or requiring a Participant to sell Shares which would otherwise be delivered or provided to the Participant hereunder. The Committee may require a Participant, as a condition to the settlement of a RSU or a PSU, to pay or reimburse the Corporation, an Optiva Entity or any trustee or custodian for any such withholding or other required deduction of amounts related to the settlement of RSUs or PSUs.

10.3 No Right to Continued Employment. Nothing in the Plan or in any Grant Agreement entered into pursuant hereto shall confer upon any Eligible Individual the right to continue in the employ of or to provide services to the Corporation or any Optiva Entities, to be entitled to any remuneration or benefits not set forth in the Plan or a Grant Agreement or to interfere with or limit in any way the right of Optiva or any Optiva Entity to terminate Participant's employment or service arrangement with Optiva or any Optiva Entity.

10.4 No Additional Rights. Neither the designation of an employee as an Eligible Individual nor the grant of any Share Units to any Eligible Individual entitles any person to the grant, or any additional grant, as the case may be, of any Share Units under the Plan.

10.5 Amendment, Termination. The Board reserves the right to amend, modify, suspend or terminate the Plan at any time if and when it is advisable in the absolute discretion of the Board without notice to or approval by the shareholders of the Corporation, provided that all material amendments to the Plan shall require the prior approval of the shareholders of the Corporation. Examples of the specific types of amendments that are not material and that the Board is entitled to make without shareholder approval include, without limitation, the following:

(i) amendments to the Plan to ensure continuing compliance with applicable laws, regulations, requirements, rules or policies of any governmental or regulatory authority or stock exchange;

(ii) amendments of a "housekeeping" nature, which include amendments relating to the administration of the Plan or to eliminate any ambiguity or correct or supplement any provision herein which may be incorrect or incompatible with any other provision hereof; and

(iii) amendments to impose restrictions on the sale, transfer or other disposal of Shares by Participants under the Plan.

No amendment of the Plan shall, without the consent of the Participants affected by the amendment, or unless required by Applicable Law, materially adversely affect the rights accrued to such Participants with respect to Share Units granted prior to the date of the amendment.

10.6 Administration Costs. The Corporation will be responsible for all costs relating to the administration of the Plan.

11. ASSIGNMENT

11.1 Assignment. The assignment or transfer of the Share Units, or any other benefits under this Plan, shall not be permitted other than required by operation of law.

12. EFFECTIVE DATE

12.1 The Corporation is amending and restating the Plan effective on March 5, 2019.

SCHEDULE III
SHARE UNIT PLAN RESOLUTION

BE IT RESOLVED THAT:

1. The amended and restated share unit plan (the “**Plan**”) of the Corporation appended as Schedule II to the management information circular of the Company dated January 23, 2019 and the reservation for issuance thereunder and under any other security-based compensation arrangement maintained by the Corporation of up to ten percent of the issued and outstanding subordinate voting shares of the Company, is hereby approved and confirmed.
2. The Corporation shall be authorized to issue shares from treasury in settlement of share units under the Plan until March 5, 2022, which is the date that is three (3) years from the date of the shareholder meeting at which shareholder approval is being sought.
3. Any officer or director of the Company is authorized and directed to execute and deliver, under corporate seal or otherwise, all such documents and instruments and to do all such acts as in the opinion of such officer or director may be necessary or desirable to give effect to these resolutions.