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1. Introduction

As an Entrust colleague, you are required to report all potential conflicts. You have a responsibility to avoid putting yourself in a position where your own personal interests are at risk of conflicting with the interests of the Company. Trust is key to continued success in the marketplace. Operating with integrity means avoiding activities, relationships, or situations that can create an actual or potential conflict of interest, or the appearance of one.

A conflict of interest arises when your judgment could be influenced by the possibility of receiving a not intentional, the appearance of a conflict may be just as



Close Personal Relationship: For purposes of this policy, individuals are defined as having a close personal relationship if they are married, in a domestic partnership, cohabitating, dating or

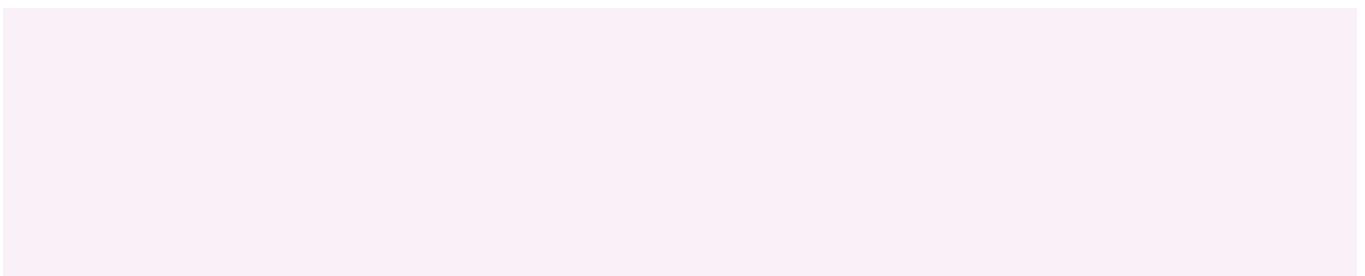


3.2.2 Outside Employment

Subject to the specific terms of their employment, colleagues may engage in outside employment as long as it does not interfere with their work responsibilities at Entrust. The outside employment cannot benefit from the use of Entrust assets, compete with Entrust or reflect negatively on Entrust. Colleagues should not take on paid, outside consulting work related to their role at Entrust.

Any colleague, full or part-time, will only be able to participate in outside employment if they are in compliance with the following rules:

- Your manager and Human Resources Business Partner (HRBP) have been made aware of the outside employment and have vetted it in accordance with this policy to ensure that any risks to Entrust have been considered.
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transact business or may derive financial benefit from a relationship with Entrust must first disclose all relevant information to and obtain prior written approval from the CLCO and CHRO.

» Prior to joining Entrust, I served on the board of a non-profit whose work I am passionate about. Can I continue to serve on the board?

Yes, as long as you have disclosed this to us in the manner required and serving on the board does not interfere with your performance at and responsibility to Entrust.

3.2.4 Family Members and Close Personal Relationships

Colleagues deserve a work environment where they can perform effectively and achieve their full potential. As such, we all are responsible for creating a climate of trust and respect and for promoting a productive work environment. A conflict of interest may arise when a colleague directly or indirectly manages a family member or someone with whom they have a close personal relationship

