

**OPTIVA INC.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT** the Annual and Special Meeting (the "**Meeting**") of holders (the "**Shareholders**") of subordinate voting shares (the "**Subordinate Voting Shares**") of Optiva Inc. ("**Optiva**" or the "**Corporation**") will be held in a virtual-only format via live audio webcast at <https://web.lumiagm.com/298577543> on June 22, 2021 commencing at 10:00 a.m. (Eastern time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the twelve-month period ended December 31, 2020, together with the auditors' report thereon;
2. to elect the directors of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed;
3. to re-appoint KPMG LLP as auditors of the Corporation and to authorize the directors to fix the remuneration of the auditors;
4. to consider, and if deemed advisable, pass a special resolution, the full text of which is set forth in the Circular, amending the articles of the Corporation as further described in the Circular;
5. to consider, and if deemed advisable, pass an ordinary resolution, the full text of which is set forth in the Circular, approving a new Omnibus Incentive Plan substantially in the form attached as Schedule III to the Circular; and
6. 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 ("**Proxy**") or voting instruction form ("**VIF**") and the Circular. The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular accompanying this notice (the "**Circular**"). The board of directors of the Corporation has fixed the close of business on April 28, 2021 as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Meeting, and any adjournment thereof.

Optiva is conducting an online only Meeting. Registered shareholders and duly appointed proxyholders can attend the Meeting online at <https://web.lumiagm.com/298577543> where they can participate, vote, or submit questions during the Meeting's live webcast.

Registered Shareholders who are unable to attend the Meeting in person may complete, date and sign the enclosed 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, all Proxies must be received no later than 10:00 a.m. (Eastern time) on June 18, 2021. 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](http://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. The Chair of the Meeting may waive or extend the proxy cut-off time at his discretion without notice.

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 VIF.

DATED at Toronto, as of the 18th day of May, 2021.

	<b>BY ORDER OF THE BOARD OF DIRECTORS</b> <i>"Robert Stabile"</i>
	<b>Robert Stabile</b> Chair of the Board