

**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