

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 of Optiva Inc. ("**Optiva**" or the "**Corporation**") will be held on August 18, 2020 at 3400 One First Canadian Place, Toronto, Ontario, Canada commencing at 10:00 a.m. (Eastern time) for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fifteen-month period ended December 31, 2019, together with the auditors' report thereon;
2. to consider and if thought advisable, to pass an ordinary resolution fixing the size of the board of directors of the Corporation (the "**Board**") at eight (8) directors;
3. 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;
4. to re-appoint KPMG LLP as auditors of the Corporation and to authorize the directors to fix the remuneration of the auditors;
5. to confirm the adoption of By-Law No. 2, relating to advance notice requirements for director elections;
6. to adopt a resolution ratifying the shareholder rights plan adopted by the Corporation, as further described in the management information circular accompanying this notice;
7. to approve all unallocated stock options under the Corporation's stock option plan as further described in the management information circular accompanying this notice; and
8. 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 has fixed the close of business on July 9, 2020 as the record date for the determination of 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 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 August 14, 2020. 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. 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.

If you have any questions or need assistance completing your Proxy, please contact Optiva's proxy solicitation agent, Gryphon Advisors Inc. at 1-833-461-3651 (for Shareholders in Canada and the United States) and 1-416-661-6592 (collect call for Shareholders outside of North America) or by e-mail at inquiries@gryphonadvisors.ca.

DATED at Toronto, as of the 22nd day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert Stabile"

Robert Stabile
Chair of the Board