



8th Floor, 100 University Avenue
 Toronto, Ontario M5J 2Y1
 www.computershare.com

Security Class

Holder Account Number

 Fold

Form of Proxy - Annual and Special Meeting to be held on August 18, 2020

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 10:00 a.m., Eastern Time, on August 14, 2020.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

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 this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

I/We, being shareholder(s) of Optiva Inc. (the "Corporation") hereby appoint: Dinesh Sharma, or whom failing, Amanda Gailling-Striakas (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of shareholders of the Corporation (the "Meeting") to be held at 3400 One First Canadian Place, Toronto, Ontario, Canada on August 18, 2020 at 10:00 a.m., Eastern Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

For **Against**

1. Number of Directors

To consider and if thought advisable, to pass an ordinary resolution fixing the size of the board of directors of the Corporation at eight (8) directors.

2. Election of Directors

For **Withhold**

For **Withhold**

For **Withhold**

01. Andrew Day

02. Anuroop Duggal

03. Dan Goldsmith

04. Demetrios Anaipakos

05. Lee Matheson

06. Paul Yancich

07. Robert Stabile

08. Ryan Morris

For **Withhold**

3. Appointment of Auditors

Appointment of KPMG LLP as auditor of the Corporation for the ensuing year and authorizing the directors to fix their remuneration.

For **Against**

4. Adoption of By-Law No. 2

To consider, and if deemed advisable, to pass, with or without amendment, an ordinary resolution in the form set out in Schedule I to the management information circular of the Corporation dated July 22, 2020, to confirm the adoption of By-Law No. 2, relating to advance notice requirements for director elections.

For **Against**

5. Shareholder Rights Plan

To consider and, if deemed advisable, to pass, with or without amendment, an ordinary resolution, in the form set out in Schedule III to the management information circular of the Corporation dated July 22, 2020, to ratify and approve the shareholder rights plan as set forth in the shareholder rights plan agreement between the Corporation and Computershare Investor Services Inc. dated July 27, 2020.

For **Against**

6. Stock Option Plan

To consider and, if deemed advisable, to pass, with or without amendment, an ordinary resolution, in the form set out in Schedule IV to the management information circular of the Corporation dated July 22, 2020, to approve all unallocated stock options under the Corporation's stock option plan.

Authorized Signature(s) - This section must be completed for your instructions to be executed.

Signature(s)

Date

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.

