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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**OneSpan Inc.**

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(Exact Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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# Your **Vote** Counts!

**ONESPAN INC**

2022 Annual Meeting

Vote by June 07, 2022

11:59 PM ET

ONESPAN INC  
121 WEST WACKER DRIVE, STE 2050  
CHICAGO, ILLINOIS 60601  
ATTN: SUZANNE MASO



## You invested in ONESPAN INC and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 08, 2022.**

## Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 25, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

June 08, 2022  
10:00 AM CDT

Virtually at:  
[www.virtualshareholdermeeting.com/OSPN2022](http://www.virtualshareholdermeeting.com/OSPN2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect seven directors to serve on the Board of Directors; <b>NOMINEES:</b>	
1a. Marc Boroditsky	<input checked="" type="checkbox"/> For
1b. Garry L. Capers	<input checked="" type="checkbox"/> For
1c. Sarika Garg	<input checked="" type="checkbox"/> For
1d. Marianne Johnson	<input checked="" type="checkbox"/> For
1e. Michael McConnell	<input checked="" type="checkbox"/> For
1f. Alfred Nietzel	<input checked="" type="checkbox"/> For
1g. Marc Zenner	<input checked="" type="checkbox"/> For
2. To hold an advisory vote on executive compensation; and	<input checked="" type="checkbox"/> For
3. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2022.	<input checked="" type="checkbox"/> For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".