

LEAD INDEPENDENT DIRECTOR – SHOPIFY INC.

Shopify's Lead Independent Director has the following responsibilities and duties:

- in co-operation with the Chair, provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Board Charter and as otherwise may be appropriate;
- in consultation with the Chair, the CEO, the CFO, the Corporate Secretary's Office and others as required, review the annual work plan and the meeting agendas so as to bring all required business before the Board;
- preside over executive sessions of independent Directors, and serve as a liaison between the Chair and the independent Directors;
- if the Chair is not present at meetings, the Lead Independent Director shall chair such meetings;
- in consultation with the CEO, ensure that there is an effective relationship between management and the members of the Board; and
- as appropriate, carry out any other or special assignments or any functions as may be requested by the Chair or Management.

This position description may be reviewed and amended from time to time as the Nominating and Corporate Governance Committee considers advisable and as the Board may approve.

Approved May 5, 2015

[Amended by the Board May 30, 2018]