



## **Shopify Launches Offerings of Class A Subordinate Voting Shares and Convertible Senior Notes**

**Ottawa, Canada – September 15, 2020** - Shopify Inc. (NYSE:SHOP)(TSX:SHOP) (“Shopify”) today announced that it has filed preliminary prospectus supplements (the “Preliminary Supplements”) to its short form base shelf prospectus dated August 6, 2020 (the “Base Shelf Prospectus”). The Preliminary Supplements were filed in connection with concurrent underwritten public offerings of, respectively, Shopify’s Class A subordinate voting shares (the “Equity Offering”) and convertible senior notes due 2025 (the “Notes”) (the “Note Offering” and together with the Equity Offering, the “Offerings”). The Equity Offering and the Note Offering are subject to market and other conditions, and are not conditional upon one another.

The Preliminary Supplements have been filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Québec. The Preliminary Supplements have also been filed with the U.S. Securities and Exchange Commission (the “SEC”) as part of Shopify’s registration statement on Form F-10 (the “Registration Statement”) under the U.S./Canada Multijurisdictional Disclosure System.

A total of 1,100,000 Class A subordinate voting shares will be offered by Shopify for sale under the Equity Offering, which will be led by Citigroup, Goldman Sachs & Co. LLC and Credit Suisse (the “Equity Underwriters”). Shopify will grant the Equity Underwriters an over-allotment option to purchase up to an additional 15% of the Class A subordinate voting shares to be sold pursuant to the Equity Offering (the “Equity Over-Allotment Option”). The Equity Over-Allotment Option will be exercisable for a period of 30 days from the date of the final prospectus supplement relating to the Equity Offering.

An aggregate principal amount of US\$800,000,000 Notes will be offered under the Note Offering, which will be led by Goldman Sachs & Co. LLC, Citigroup and Credit Suisse (the “Note Underwriters”). Shopify will grant the Note Underwriters an over-allotment option to purchase up to US\$120,000,000 aggregate principal amount of additional Notes to be sold pursuant to the Note Offering (the “Note Over-Allotment Option”). The Note Over-Allotment Option will be exercisable for a period of 30 days from the date of the final prospectus supplement relating to the Note Offering.

The Notes will be senior, unsecured obligations of Shopify, and will be convertible into Class A subordinate voting shares during certain periods and upon satisfaction of certain conditions. The Notes will mature on November 1, 2025 unless converted, purchased or redeemed prior to such date. The interest rate, the initial conversion rate and other terms of the Notes have not been finalized and will be determined at the time of pricing of the Note Offering.

Shopify expects to use the net proceeds from the Offerings to strengthen its balance sheet, providing flexibility to fund its growth strategies.

Closing of the Offerings will be subject to a number of closing conditions, including the listing of the Class A subordinate voting shares to be issued under the Equity Offering and the Class A subordinate voting shares underlying the Notes on the NYSE and the TSX. The Offerings are expected to close on or about September 18, 2020.

No securities regulatory authority has either approved or disapproved the contents of this news release. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such province, state or jurisdiction. The Preliminary Supplements, the Base Shelf Prospectus and the Registration Statement contain important detailed information about the Equity Offering and Note Offering. A copy of the Preliminary Supplements and Base Shelf Prospectus can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and EDGAR at [www.sec.gov](http://www.sec.gov), and a copy of the Registration Statement can be found on EDGAR at [www.sec.gov](http://www.sec.gov). Copies of these documents may also be obtained from Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Telephone: 1-800-831-9146; or Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 866-471-2526, facsimile: 212-902-9316 or email: [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com). Prospective investors should read the Preliminary Supplements, the Base Shelf Prospectus and the Registration Statement before making an investment decision.

## **About Shopify**

Shopify is a leading global commerce company, providing trusted tools to start, grow, market, and manage a retail business of any size. Shopify makes commerce better for everyone with a platform and services that are engineered for reliability, while delivering a better shopping experience for consumers everywhere. Headquartered in Ottawa, Canada, Shopify powers over one million businesses in more than 175 countries and is trusted by brands such as Allbirds, Gymshark, Heinz, Staples and many more.

## **Forward-looking Statements**

This press release contains forward-looking information and forward-looking statements within the meaning of applicable securities laws (“forward-looking statements”) including statements regarding the proposed Offerings, the terms of the Offerings and the proposed use of proceeds. Words such as “expects”, “continue”, “will”, “plans”, “anticipates” and “intends” or similar expressions are intended to identify forward-looking statements.

These forward-looking statements are based on Shopify’s current expectations about future events and financial trends that management believes might affect its financial condition, results

of operations, business strategy and financial needs, and on certain assumptions and analysis made by Shopify in light of the experience and perception of historical trends, current conditions and expected future developments and other factors management believes are appropriate. These projections, expectations, assumptions and analyses are subject to known and unknown risks, uncertainties, assumptions and other factors that could cause actual results, performance, events and achievements to differ materially from those anticipated in these forward-looking statements. Although Shopify believes that the assumptions underlying these forward-looking statements are reasonable, they may prove to be incorrect, and readers cannot be assured that either or both of the Offerings discussed above will be completed on the terms described above. Completion of the proposed Offerings are subject to numerous factors, many of which are beyond Shopify's control, including but not limited to, the failure of customary closing conditions and other important factors disclosed previously and from time to time in Shopify's filings with the SEC and the securities commissions or similar securities regulatory authorities in each of the provinces or territories of Canada. The forward-looking statements contained in this news release represent Shopify's expectations as of the date of this news release, or as of the date they are otherwise stated to be made, and subsequent events may cause these expectations to change. Shopify undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

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