

THE STARS GROUP INC.

POSITION DESCRIPTION FOR THE LEAD DIRECTOR

FUNCTION

The primary responsibility of the Lead Director is to facilitate the functioning of the board of directors (the “**Board**”) of The Stars Group Inc. (the “**Company**”) and to facilitate its exercise of independent judgement in carrying out its responsibilities when the Chair of the Board is not an “**independent director**” (as that term is defined in the Company’s Mandate for the Board of Directors).

The Lead Director must be an independent director. The relationship between the Board and management of the Company is critical, and the Lead Director must therefore oversee the Board’s relationship to management in order to aid in the effective functioning of the Board and to further the best interests of the Company.

SPECIFIC RESPONSIBILITIES

In addition to the general responsibilities set out above, the Lead Director will:

1. together with the Chair of the Board:
 - (a) oversee the Board’s discharge of its duties assigned to it by law and in the Company’s governing documents, Corporate Governance Guidelines and Mandate for the Board of Directors;
 - (b) work with the committees appointed by the Board, so that they have a proper structure and appropriate assignments and responsibilities;
 - (c) oversee the responsibilities, activities and functions delegated to Board committees, including, but not limited to, those relating to governance, performance evaluation and compensation, financial reporting and oversight of internal controls;
 - (d) liaising with any committee responsible for investigating allegations of bribery, corruption, fraud or other serious misconduct that requires elevation to the Lead Director or the Chair of the Board, as applicable; and
 - (e) take steps to foster the Board’s understanding of its responsibilities and boundaries with management.
2. act as a leader for the independent directors and further the Board’s ability to function independently of management;
3. provide input to the Chair of the Board on behalf of the independent directors with respect to agendas for meetings of the Board;
4. act as a liaison between the Chair of the Board and the independent directors, including serving as an independent contact for directors on matters deemed to be inappropriate to

be discussed initially with the Chair of the Board or in other situations where the Chair of the Board is not available;

5. hold one-on-one discussions with the directors when the Corporate Governance, Nominating and Compensation Committee or the Board so requests;
6. communicate with the Chair of the Board and senior officers of the Company so that they are aware of concerns of the independent directors, decisions taken during executive sessions (as defined below) and views received by the independent directors from shareholders and other stakeholders of the Company;
7. encourage open and effective communication between the Board and management;
8. review conflict of interest issues with respect to members of the Board as they arise;
9. organize, call and present agendas for in camera independent director meetings (also known as “**executive sessions**”) based on input from directors and management;
10. preside over in camera independent director meetings and conduct the meetings in an efficient, effective and focused manner;
11. oversee the distribution of information to independent directors for purposes of in camera independent directors meetings in a manageable form, sufficiently in advance of the meeting to the extent reasonably practicable; and
12. perform other functions as may be reasonably requested by the Board or the Chair of the Board.

DATED February 28, 2018.