

THE DESCARTES SYSTEMS GROUP INC.

CHARTER FOR THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

1. The primary function of the Nominating Committee is to assist the Board of Directors in identifying, recruiting and nominating suitable candidates to serve on the Board of Directors.

2. MEMBERSHIP AND ORGANIZATION

1. **Composition** - The Nominating Committee shall consist of not less than three independent members of the Board. At the invitation of the Nominating Committee, members of the Company's senior management and others may attend Nominating Committee meetings as the Nominating Committee considers necessary or desirable.
2. **Appointment and Removal of Nominating Committee Members** - Each member of the Nominating Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company's shareholders at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Nominating Committee or from the Board. The Board may fill a vacancy in the membership of the Nominating Committee.
3. **Chair** - At the time of the annual appointment of the members of the Nominating Committee, the Board shall appoint a Chair of the Nominating Committee. The Chair shall: be a member of the Nominating Committee, preside over all Nominating Committee meetings, coordinate the Nominating Committee's compliance with this mandate, work with management to develop the Nominating Committee's annual work-plan and provide reports of the Nominating Committee to the Board.

4. **Independence** - Each member of the Nominating Committee shall meet any requirements promulgated by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (collectively, “Applicable Requirements”) related to independence.

3. MEETINGS

1. **Meetings** - The members of the Nominating Committee shall hold meetings as are required to carry out this mandate. The Chair, any member of the Nominating Committee, the Chairman of the Board or the Chief Executive Officer may call meetings of the Nominating Committee by notifying the Company’s Corporate Secretary who will notify the members of the Nominating Committee. In the absence of the Chair, the members of the Nominating Committee present may appoint a chair from their number for a meeting.
2. **Corporate Secretary and Minutes** - The Corporate Secretary, his or her designate or any other person the Nominating Committee requests, shall act as secretary of Nominating Committee meetings. Minutes of Nominating Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Nominating Committee for approval.
3. **Quorum** - A majority of the members of the Nominating Committee shall constitute a quorum.
4. **Access to Management and Outside Advisors** - The Nominating Committee shall have unrestricted access to the Company’s management and employees. The Nominating Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Nominating Committee, for the services of these advisors.

4. FUNCTIONS AND RESPONSIBILITIES

The Nominating Committee shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Nominating Committee by the Board. In addition to these functions and responsibilities, the Nominating Committee

shall perform the duties required of a nominating committee by Applicable Requirements.

1. Composition of the Board and its Committees

- a. Nomination or Appointment of Directors - The Nominating Committee shall recruit, consider and, if advisable, make recommendations to the Board on candidates for nomination or appointment to the Board.
 - b. Committee Appointments - The Nominating Committee shall consider and recommend for Board approval, the appointment of directors to Board committees.
 - c. Removal of Director from Board or Board Committee - The Nominating Committee may recommend for Board approval the removal of a director from the Board or a Board committee if he or she is no longer qualified to serve as a director under Applicable Requirements or for any other reason the Nominating Committee considers appropriate.
- 2. Review of Shareholder Proposals** – The Nominating Committee shall review any and all shareholder proposals submitted to the Company relating to the nomination of a member of the Board and recommend to the Board appropriate action on any and each such proposal.
- 3. Delegation** - The Nominating Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Nominating Committee deems appropriate.

5. REPORTING TO THE BOARD

1. The Chair shall report to the Board on material matters arising at Nominating Committee meetings and, where applicable, shall present the Nominating Committee's recommendations to the Board for its approval.
2. After each meeting of the Nominating Committee where conduct review matters are discussed, the Chair shall report to the Board on the conduct review matters considered by the Nominating Committee.

6. GENERAL

1. The Nomination Committee shall, to the extent permissible by Applicable Requirements, have such additional authority as may be reasonably necessary or desirable, in the Nomination Committee's discretion, to exercise its powers and fulfill the duties under this mandate.

7. CURRENCY OF THE NOMINATING COMMITTEE CHARTER

1. This charter was last amended by the Nominating Committee on March 2, 2005.