

ROLE DESCRIPTION for CHIEF EXECUTIVE OFFICER

1. PURPOSE

1. **Primary Functions of Chief Executive Officer.** The Chief Executive Officer shall have general supervision over the business and affairs of The Descartes Systems Group Inc. (the "**Company**") and shall lead the implementation of the resolutions and policies of the Company's Board of Directors (the "**Board**").

2. GENERAL

1. **Appointment and Removal of the Chief Executive Officer** - The Chief Executive Officer shall be appointed by the Board and shall serve as Chief Executive Officer at the pleasure of the Board, or until his or her death or resignation.

3. FUNCTIONS AND RESPONSIBILITIES

The Chief Executive Officer shall have the functions and responsibilities set out below as well as any other functions with respect to the business and affairs of the Company that are delegated to the Chief Executive Officer by the Board from time to time. In addition to these functions and responsibilities, the Chief Executive Officer shall perform the duties required of a chief executive officer by the binding requirements of any exchange upon which securities of the Company are traded or any governmental or regulatory body exercising authority over the Company, as are in effect from time to time (collectively, "Applicable Requirements").

1. **Strategic Planning** - The Chief Executive Officer shall lead the Company's short- and long-term strategic planning, including merger & acquisition planning, for review by the Board. At least annually, the Chief Executive Officer shall present the Company's short- and long-term strategic direction and implementation plan (including budget) to the Board for approval.
2. **Operational Direction of the Company**
 - a. **Supervision of Company Activities** - The Chief Executive Officer shall supervise the day-to-day activities of the Company either directly or through officers duly appointed by the Board, in a manner that:
 - i. Consistently strives to achieve the Company's operating and financial goals and objectives;
 - ii. Is in compliance with all Applicable Requirements;
 - iii. Strives for continuous improvement in the quality and value of the products and services provided by the Company;
 - iv. Strives to ensure that the Company achieves and maintains a satisfactory competitive position within its industry;
 - v. Strives to foster a corporate culture that promotes ethical practices and encourages individual integrity; and
 - vi. Strives to maintain a position and ethical work climate that is conducive to attracting, retaining, and motivating a diverse group of top-quality employees at all levels.

- b. Supervision of Senior Management - The Chief Executive Officer shall supervise directly senior management and the discharge of their responsibilities.
- 3. Chief Executive Officer Interaction with the Board**
- a. Board Consideration and Approval - The Chief Executive Officer shall submit recommendations to the Board for its approval with respect to matters requiring Board approval under Applicable Requirements, matters deemed appropriate by the Chief Executive Officer, as required by Board mandate or Board committee charter, or as requested by the Board. These matters may include, but are not limited to, the following:
 - i. The Company's major capital expenditures;
 - ii. The Company's long-term financial plans;
 - iii. The consideration of matters relating to senior management, including compensation, appointment, evaluation and termination;
 - iv. The acquisition or disposition of material capital assets and investments;
 - v. The Company's involvement in material joint ventures;
 - vi. The establishment or material amendment of significant Company policies and procedures; and
 - vii. Any other material matter that comes to the attention of the Chief Executive Officer in undertaking his or her functions or responsibilities under this mandate.
 - b. Board Committees - The Chief Executive Officer, in conjunction with the Chairman of the Board or Lead Director, if there is a Lead Director, shall assess whether the Board committees are provided with the resources they require to fulfill their respective mandates, including, when requested, access to senior management and to external advisers.
 - c. Interaction with Chairman of the Board or Lead Director - On an ongoing basis, the Chief Executive Officer shall work with the Lead Director of the Board to:
 - i. develop schedules and agendas of meetings of the Board and its committees and verify that all items requiring Board and committee approval or consideration are appropriately put forth and sufficient time for discussion of agenda topics is allocated;
 - ii. provide opportunities for the Board to evaluate senior management; and
 - iii. review the Company's strategic direction and strategic planning initiatives.
 - d. Evaluation of the Chief Executive Officer - At least annually, the Chief Executive Officer's performance goals, performance, compensation package and employment arrangements shall be evaluated by the Compensation Committee of the Board.
- 4. Succession Reports** - At least annually, the Chief Executive Officer shall present for Board consideration and approval a formal updated succession plan to the Corporate Governance Committee for the Chief Executive Officer and the Chief Executive Officer's direct reports and other senior management positions as the Corporate Governance Committee may determine.
- 5. Communication with Shareholders** - The Chief Executive Officer shall be the official spokesperson for the Company and, on an ongoing basis, shall be responsible for developing and enhancing effective systems for communicating with the Company's shareholders, customers, employees and regulators and for developing and maintaining productive and effective corporate relations.

4. CURRENCY OF THE CHIEF EXECUTIVE OFFICER'S ROLE DESCRIPTION

1. This role description was last revised and approved by the Board on March 7, 2012.