

CHARTER FOR THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

1. PURPOSE

1. The primary function of the Corporate Governance Committee is to assist the Board of Directors (the “**Board**”) in fulfilling its corporate governance oversight responsibilities. The Descartes Systems Group Inc. (the “**Company**”) believes that “corporate governance” means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. The process and structure define the division of authority between, and establish mechanisms for achieving accountability by, the Board and senior management.

2. MEMBERSHIP AND ORGANIZATION

1. **Composition** - The Corporate Governance Committee shall consist of not less than three members of the Board. At the invitation of the Corporate Governance Committee, members of the Company’s senior management and others may attend Corporate Governance Committee meetings as the Corporate Governance Committee considers necessary or desirable.
2. **Appointment and Removal of Corporate Governance Committee Members** - Each member of the Corporate Governance 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 Corporate Governance Committee or from the Board. The Board may fill a vacancy in the membership of the Corporate Governance Committee.
3. **Chair** - At the time of the annual appointment of the members of the Corporate Governance Committee, the Board shall appoint a Chair of the Corporate Governance Committee. The Chair shall: be a member of the Corporate Governance Committee, be an independent director, preside over all Corporate Governance Committee meetings that he or she attends, coordinate the Corporate Governance Committee's compliance with this mandate, work with management to develop the Corporate Governance Committee's annual work-plan and provide reports of the Corporate Governance Committee to the Board.
4. **Independence** – A majority of the members of the Corporate Governance Committee shall meet the requirements of applicable law and any applicable requirements promulgated by 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, the “Applicable Requirements”) related to independence.

3. MEETINGS

1. **Meetings** - The members of the Corporate Governance Committee shall hold meetings as are required to carry out this mandate. The Chair, any member of the Corporate Governance Committee, the Chair

of the Board, the Lead Director (if applicable) or the Chief Executive Officer may call meetings of the Corporate Governance Committee by notifying the Company's Corporate Secretary who will notify the members of the Corporate Governance Committee. In the absence of the Chair, the members of the Corporate Governance Committee present may appoint a chair from their number for a meeting.

2. **Secretary and Minutes** - The Corporate Secretary, his or her designate or any other person the Corporate Governance Committee requests, shall act as secretary of Corporate Governance Committee meetings. Minutes of Corporate Governance Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Corporate Governance Committee for approval.
3. **Quorum** - A majority of the members of the Corporate Governance Committee shall constitute a quorum.
4. **Access to Management and Outside Advisors** - The Corporate Governance Committee shall have unrestricted access to the Company's management and employees. The Corporate Governance Committee shall have the authority conduct investigations into any matters within its scope of responsibilities to retain 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 Corporate Governance Committee, for the services of these advisors.

4. FUNCTIONS AND RESPONSIBILITIES

The Corporate Governance Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Corporate Governance Committee by the Board. In addition to these functions and responsibilities, the Corporate Governance Committee shall perform the duties required of a corporate governance committee by Applicable Requirements.

1. Oversight of Corporate Governance Matters

- a. **Governance Framework** - At least annually, the Corporate Governance Committee shall review the Company's corporate governance framework prepared by management including any risk associated with the effectiveness of this framework and, subject to any modifications that the Corporate Governance Committee may propose, if advisable, approve and recommend this framework for Board approval.
- b. **Governance Activity** - At least annually, the Corporate Governance Committee shall review the Company's corporate governance activities and approve changes it considers appropriate. As part of its review, the Corporate Governance Committee shall take into account Applicable Requirements and best practices. At least annually, the Corporate Governance Committee shall report to the Board on the state of the Company's corporate governance activities.
- c. **Governance Disclosure** - The Corporate Governance Committee shall prepare, in conjunction with management, corporate governance disclosure for the Company's annual reports and management information circulars.

2. Performance of the Board and its Committees

- a. **Director Orientation and Education** - The Corporate Governance Committee shall oversee the development of the Company's director orientation and education program. At least annually,

the Corporate Governance Committee shall review this program and recommend changes it considers appropriate.

- b. **Governing Documents Review** - At least annually, the Corporate Governance Committee shall review and assess the adequacy of the Company's organizing documents and by-laws, and the mandate, charters, and role descriptions for the Board, each Board committee, the Chief Executive Officer, the Chair of the Board and the Lead Director (the "Governing Documents") to determine if amendment in light of principles and policies of corporate governance developed by the Corporate Governance Committee is advisable, and if so, approve and recommend for Board approval amendments to the Governing Documents.
 - c. **Performance Assessment** - At least annually, the Corporate Governance Committee shall conduct an assessment of the performance of the Board, the individual directors, each Board committee, the Chair of the Board and the Lead Director, if applicable, against their respective mandates and any other criteria the Corporate Governance Committee considers appropriate. The Corporate Governance Committee shall report its findings and recommendations to the Chair of the Board, who shall, in consultation with the Corporate Governance Committee, take such steps and make such recommendations to the Board, any Board committee and any individual director as he or she considers appropriate.
 - d. **Evaluation of Independence** - At least annually, the Corporate Governance Committee shall evaluate each director against the independence criteria approved by the Board and Applicable Requirements and shall make a recommendation to the Board, based on these criteria, on the independence of each director.
3. **Compliance with Code of Business Conduct and Ethics** - The Corporate Governance Committee shall:
- a. at least annually, review and assess the adequacy of and, if advisable, approve and recommend for Board approval of any amendments to the Company's Code of Business Conduct and Ethics;
 - b. review and, if advisable, approve the Company's processes for administering the Code of Business Conduct and Ethics;
 - c. review with management the results of its assessment of the Company's compliance with the Code of Business Conduct and Ethics and its plans to remediate any deficiencies identified;
 - d. review and, if advisable, approve any waiver from a provision of the Code of Business Conduct & Ethics requested by a member of the Board or senior management; and
 - e. receive reports from the Company's management regarding any complaints made pursuant to the Code of Business Conduct and Ethics, and review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics, taking oversight of any such investigations involving a member of the Board or senior management, and report to the Board thereon.
4. **Majority Voting Policy** - Pursuant to, and in accordance with, the Company's majority voting policy concerning director elections, the Corporate Governance Committee shall promptly consider any resignation tendered by a director in accordance with such policy and recommend to the Board the action to be taken with respect to such tendered resignation.

5. **Delegation** - The Corporate Governance Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Corporate Governance Committee deems appropriate.

5. REPORTING TO THE BOARD

1. The Chair shall report to the Board on material matters arising at Corporate Governance Committee meetings and, where applicable, shall present the Corporate Governance Committee's recommendations to the Board for its approval.

6. GENERAL

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

7. CURRENCY OF THE CORPORATE GOVERNANCE COMMITTEE CHARTER

1. This charter was last approved by the Board on March 4, 2018.