

Descartes – Uniting Business in Commerce

September 2020

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DESCARTES™



Safe Harbor Statement

Certain statements to be made today and in this presentation, and that may be made in response to questions, constitute forward-looking information for the purposes of applicable securities laws (“forward-looking statements”), including, but not limited to: statements using the words “believe,” “plan,” “expect,” “anticipate,” “intend,” “continue,” “may,” “will,” “should” or the negative of such terms and similar expressions; or statements in relation to any of the following topics: our assessment of the current and future potential impact of the COVID-19 pandemic on our business, results of operations and financial condition; addressing economic uncertainty; investment in areas of our business with high strategic value and growth potential; our future operating performance; software-as-a-service business model; strategy, market opportunity and vision; our position and opportunity to lead our industry with our business model; solution functionality and benefits derived therefrom; network penetration; ability to complete acquisitions and contribution of completed acquisitions to our operations; anticipated churn in revenues; and competition.

The material assumptions made in making these forward-looking statements include, but are not limited to, the following: global shipment volumes continuing to increase at levels consistent with those experienced historically; the current COVID-19 pandemic not having a material impact on shipment volumes or on the demand for the products and services of Descartes by its customers and the ability of those customers to continue to pay for those products and services; countries continuing to implement and enforce existing and additional customs and security regulations relating to the provision of electronic information for imports and exports; countries continuing to implement and enforce existing and additional trade restrictions and sanctioned party lists with respect to doing business with certain countries, organizations, entities and individuals; our continued operation of a secure and reliable business network; the stability of general economic and market conditions, currency exchange rates, and interest rates; equity and debt markets continuing to provide us with access to capital; our continued ability to identify and source attractive and executable business combination opportunities; our ability to develop solutions that keep pace with the continuing changes in technology, and our continued compliance with third party intellectual property rights. While management believes these assumptions to be reasonable under the circumstances, they may prove to be inaccurate.

These forward-looking statements are also subject to risks, uncertainties and assumptions that may cause future results to differ materially from those expected. Factors that may cause such differences include, but are not limited to: our ability to identify and successfully integrate acquired businesses; the impact of network failures, information security breaches or other cyber-security threats, disruptions in the movement of freight and a decline in shipment volumes including as a result of contagious illness outbreaks such as the current COVID-19 pandemic, a deterioration of general economic conditions or instability in the financial markets accompanied by a decrease in spending by our customers; departures of key customers; the ability to attract and retain key personnel and transition when key personnel depart; variances in our revenues from quarter to quarter; fluctuations in international currency exchange rates; exposure to greater than anticipated tax liabilities; changes in electronic customs filing regulations and other factors discussed under the headings “Risk Factors” or “Certain Factors That May Affect Future Results” in documents filed with applicable securities regulatory authorities under our profile on SEDAR at www.sedar.com and on EDGAR at www.sec.gov, including the documents incorporated by reference into such documents. If any of such risks actually occur, they could materially adversely affect our business, financial condition or results of operations. In that case, the trading price of our common shares could decline, perhaps materially.

We provide forward-looking statements solely for the purpose of providing information about management's current expectations and plans relating to the future. You are cautioned that such information may not be appropriate for other purposes. In particular, we have not adjusted or revised any forward-looking statements in this presentation to account for the potential disruption to our business from the recent coronavirus outbreak, the impact from which is not immediately known or quantifiable. Except as required by law, we do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in our expectations or any change in events, conditions, assumptions or circumstances on which any such statement is based.

Investment Highlights

World's Largest Multi-Modal and Neutral Logistics Network

Cloud-Based Software Applications and Data Content

Automating and Optimizing the Increasingly Complex Logistics Market

Strong Market Position with Significant Competitive Barriers

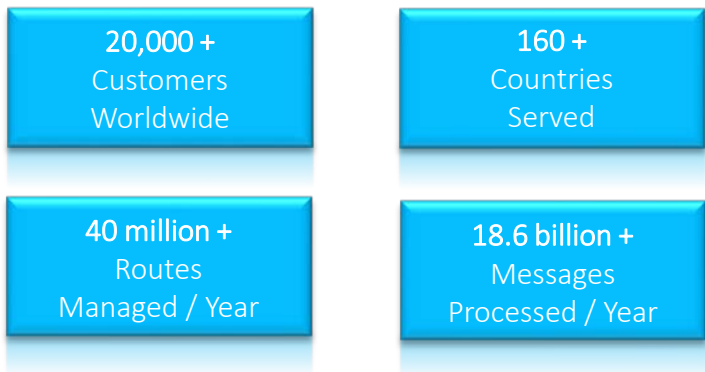
Disciplined M&A Strategy

Highly-Experienced Management Team

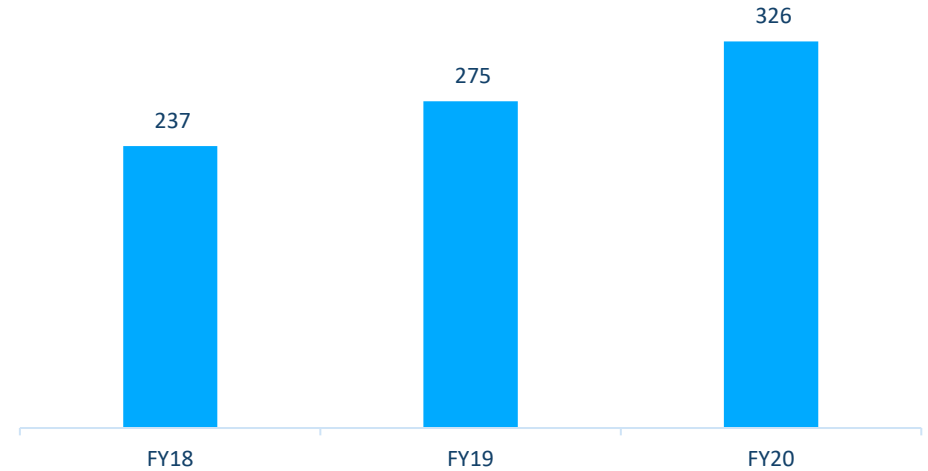
Proven Record of Financial Success

Descartes at a Glance

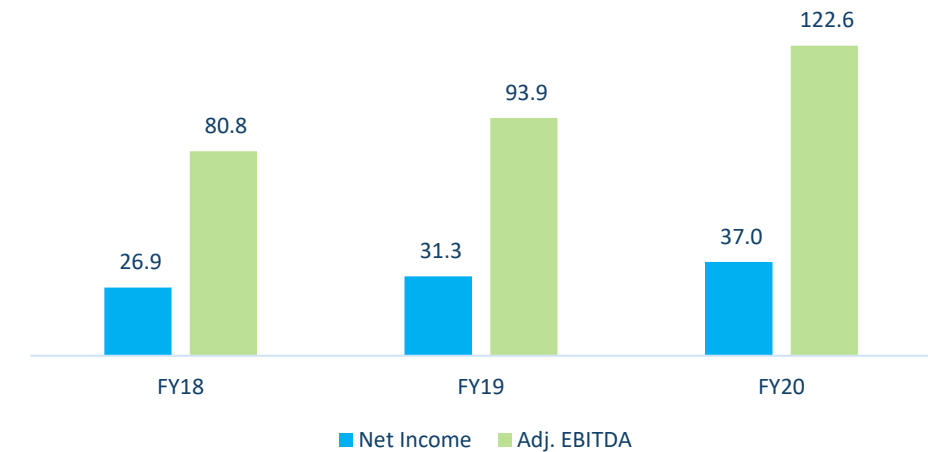
- Leader in providing SaaS solutions for logistics-intensive businesses
- Proven 'Total Growth' model supported by disciplined acquisition strategy
- High-recurring revenue profile
- Delivering profitable growth and free cash flow generation



Revenues (US\$ millions)

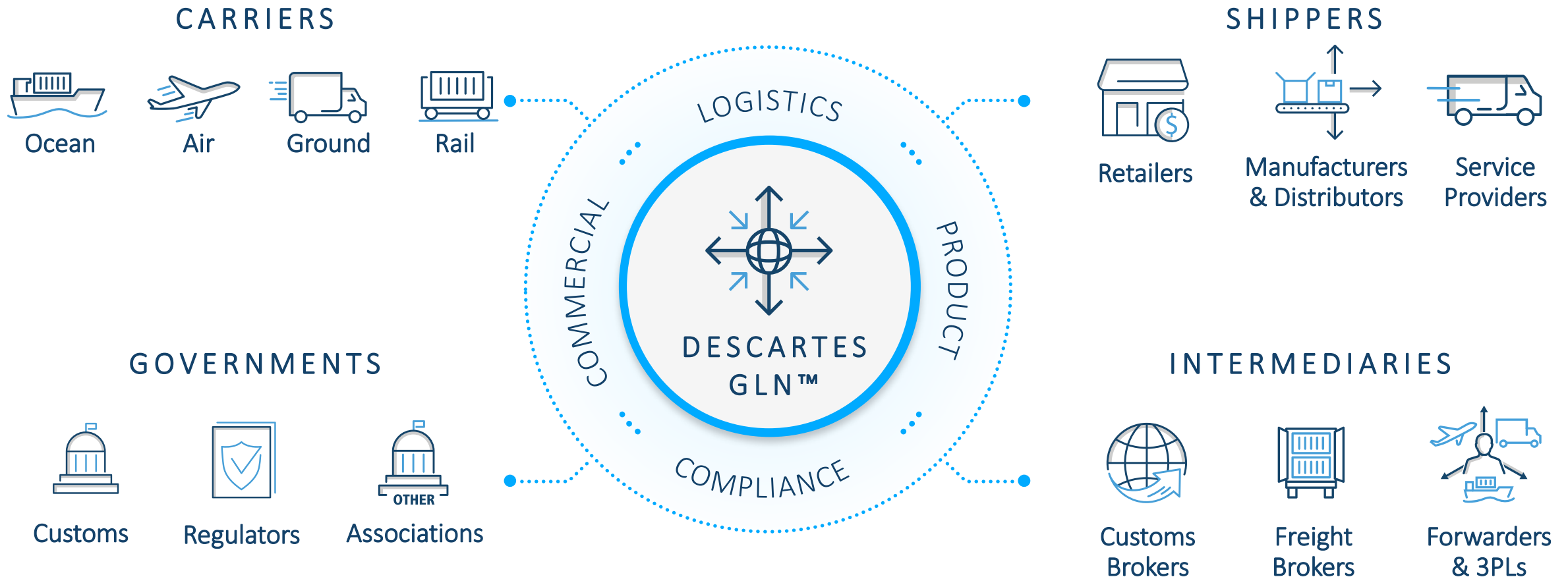


Net Income & Adj. EBITDA (US\$ millions)⁽¹⁾



⁽¹⁾ See Reconciliation of Non-GAAP Financial Measures on slides 20 and 21 for our approach to reconciliation of adjusted EBITDA.

GLOBAL LOGISTICS NETWORK



DESCARTES[™]

SOLUTIONS



Industry-Leading Customers

AIR	 DELTA	American Airlines 	 AIR CANADA	 AIR NEW ZEALAND	 BRITISH AIRWAYS	 ETIHAD AIRWAYS	
OCEAN	 ONE	 CMA CGM	 Hapag-Lloyd	 MSC	 WAN HAI LINES LTD.	HAMBURG  SÜD	
TRUCK	 XPO Logistics	 SCHNEIDER	 ESTES	 ups	 FedEx Ground	 DAY & ROSS	
INTERMEDIARIES	 DHL	KUEHNE+NAGEL	 DSV	 DB SCHENKER	Expeditors 	 KWE	
RETAILERS	 CVS pharmacy	 THE HOME DEPOT	 JOHN LEWIS & PARTNERS	Crate&Barrel	 BEST BUY	 JUMBO	 wayfair
MANUFACTURERS	 BASF	 Coca-Cola	 SAB MILLER	JVCKENWOOD	 TOYOTA	 Mondelēz International	
DISTRIBUTORS	 Core-Mark	 PRIMAGAZ	 don	 U.S. LBM	 sonepar		

Customer Case Studies



Leverages Descartes' Advanced Home Delivery solution for:

- Real-time delivery appointment scheduling
- Route optimization and execution
- Mobile resource management solutions



Leverages many Descartes solutions across multiple DHL operating groups:

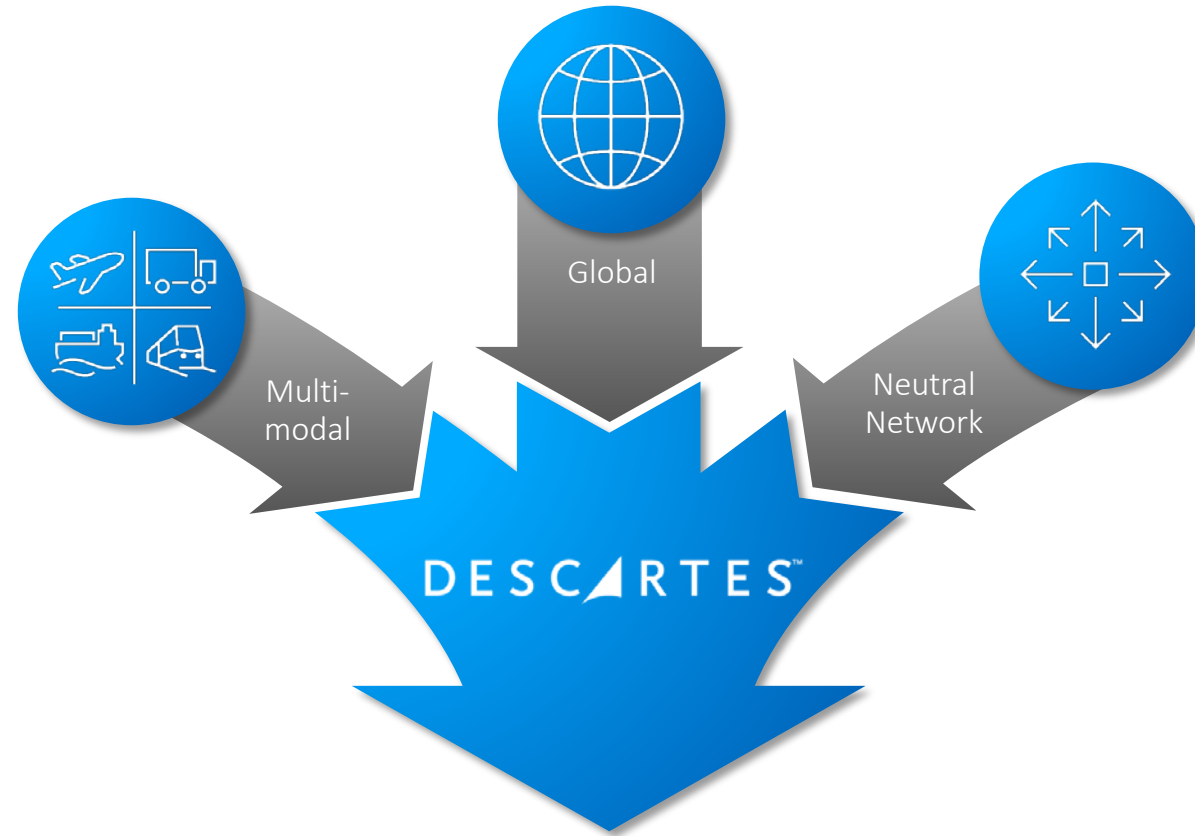
- Global Forwarding
- DHL Express (Parcels)
- Logistics and supply chain management



Descartes' solutions help Delta Airlines meet a growing number of logistic challenges across the globe:

- Numerous country-specific customs and security filings
- Provide cargo tracking and ULD global visibility solutions
- Operate air messaging network for Delta and its logistics partners

Why We Win



Pure play logistics technology provider with **compelling combination** of network, applications and data content

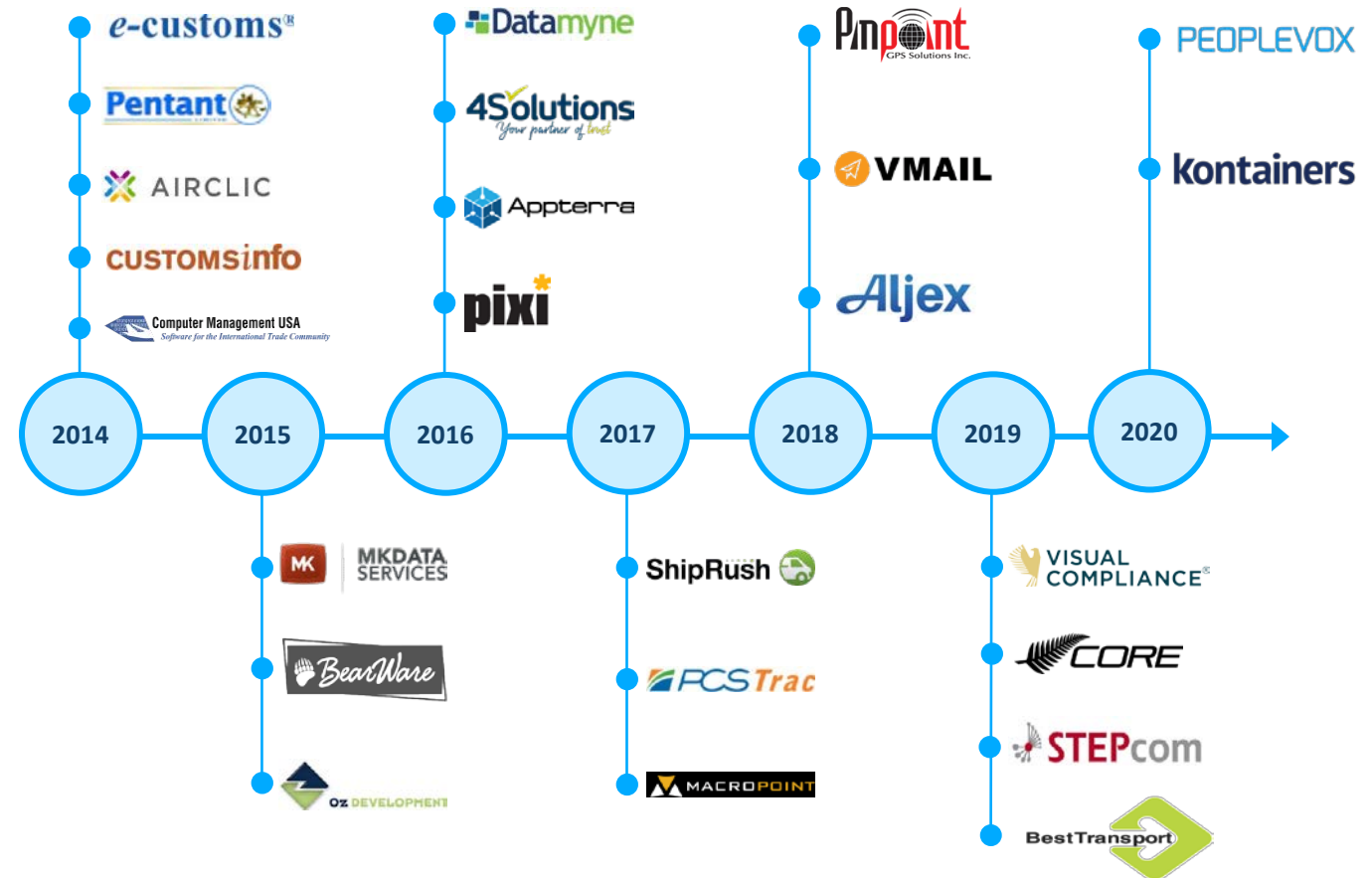
Market Drivers and Opportunities

Cloud Enables Automation	Global Logistics Network offers operational excellence, increased digitization of freight and higher precision through cloud integration and automation
Global Trade Complexity	Heightened regulatory compliance requirements and shifting global trade patterns create favorable tailwinds
eCommerce and Logistics	Descartes solutions help retailers and logistics service providers respond to the threat of Amazon, Google, eBay with real-time delivery route optimization and execution solutions
Real-time Visibility	Real-time tracking and optimization made possible by ubiquitous mobile networks, internet-of-things and cloud-scale computing
Content and Data	Customs Info, MK Data, Datamyne and Visual Compliance acquisitions illustrative of the opportunity to leverage logistics and trade data content on the Global Logistics Network
Fragmented Industry	Logistics and supply chain software markets remain highly fragmented, presenting a large consolidation opportunity

M&A is a Core Competency for Descartes

Descartes' acquisition strategy is a key enabler of its 'Total Growth' model

- Has completed 24 acquisitions since 2014 for a total consideration of ~US\$ 820 million
- Disciplined approach that is focused on complementary technologies, industry consolidation and close adjacencies across logistics
- Core competency in sourcing, acquiring and integrating high quality assets



Recent Acquisition Success



*Acquired February 2020 for ~£19mm
(~\$25mm)*

- Cloud-based ecommerce warehouse management (eWMS) solution provider
- Strengthens Descartes' application footprint to help customers manage the full lifecycle of domestic and cross-border ecommerce shipments
- Expands Descartes' community of direct-to-consumer brands and omni-channel retailers



Acquired February 2019 for ~\$250mm

- Cloud-based global trade data content provider
- Adds scale to the GLN with additional denied party screening and trade compliance transactions
- Strengthens Descartes' domain expertise and toolset for collecting and distributing trade compliance content
- Expands Descartes' compliance application footprint for denied party screening and adds new trade compliance functionality



Acquired February 2017 for ~\$107mm

- Electronic transportation network providing location-based truck tracking and predictive freight capacity data content
- Extends the reach of the GLN through real-time connections with over 2 million trucking assets
- Adds a large community of freight brokers, 3PLs, logistics service providers and market-leading shippers



Financial Overview

Financial Highlights



Strong and consistent revenue growth



Highly-recurring subscription and transaction-based revenue model



High-quality and diverse revenue profile



Continued margin expansion through cost control and operating efficiency



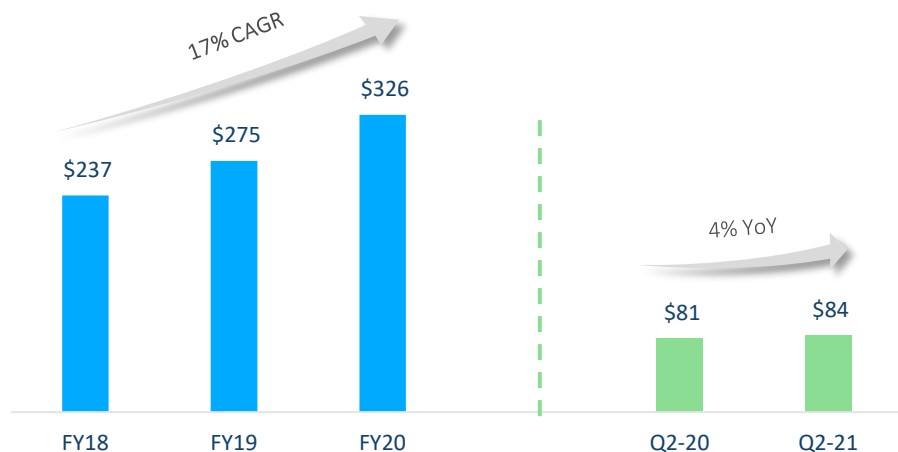
Robust cash generation and high conversion rates



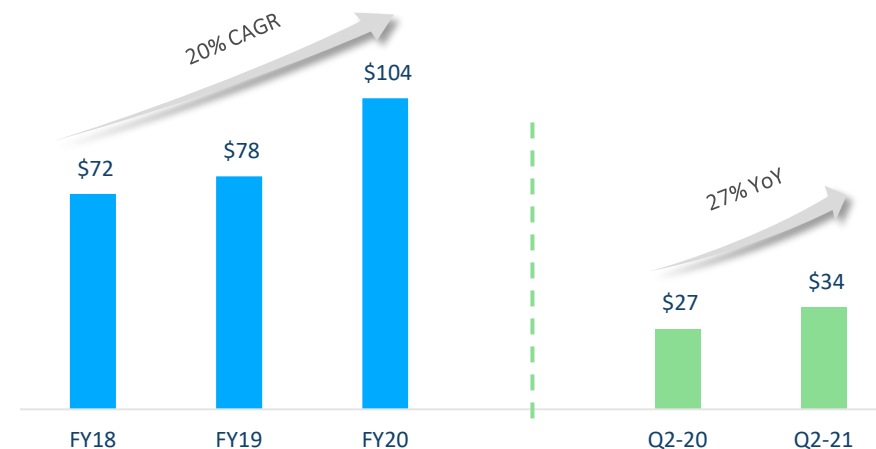
Proven acquisition integration success and synergy achievement

Strong and Consistent Growth

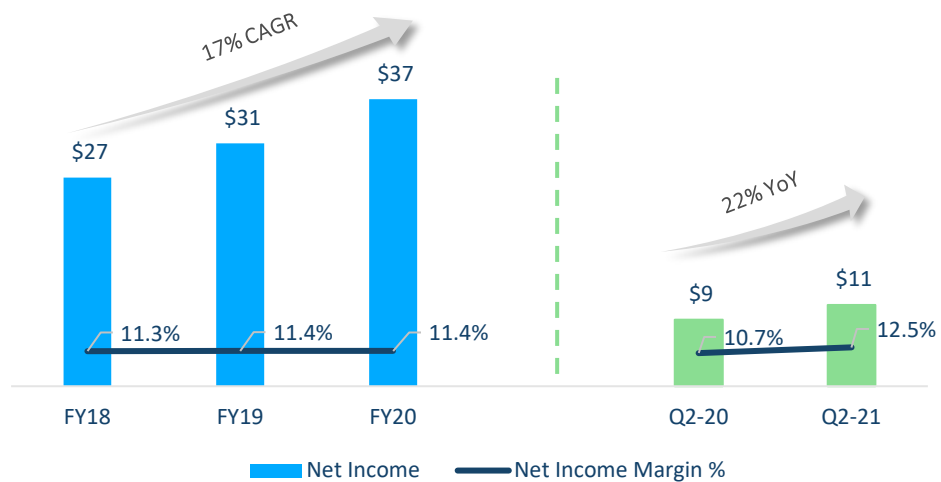
Revenue



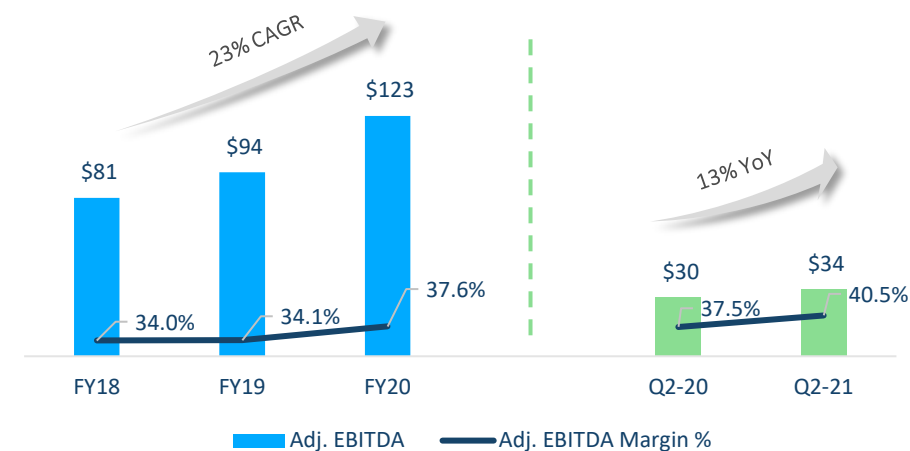
Cash Flow from Operations



Net Income and Net Income as a % of Revenues



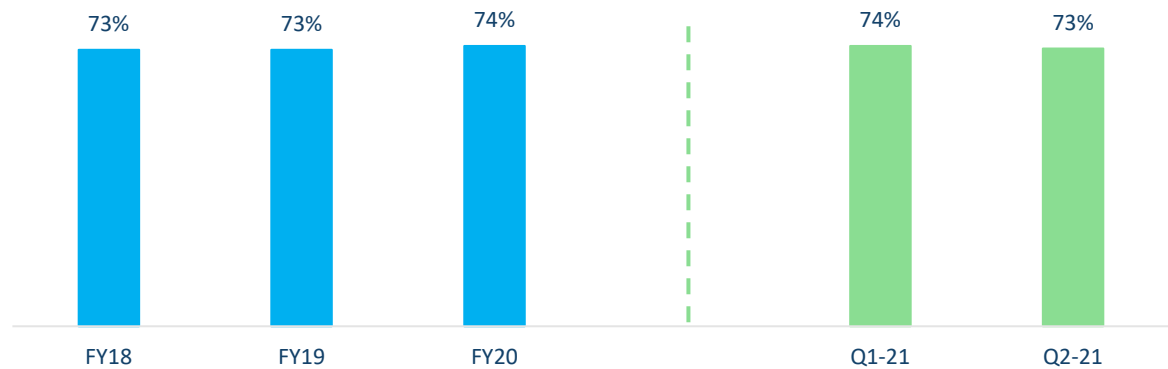
Adjusted EBITDA⁽¹⁾ and Adjusted EBITDA as a % of Revenues⁽¹⁾



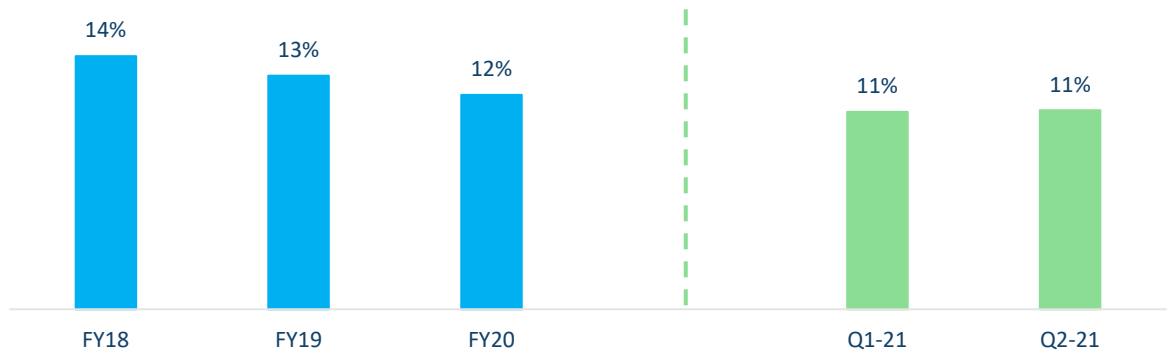
(1) See Reconciliation of Non-GAAP Financial Measures on slides 20 and 21 for a reconciliation of adjusted EBITDA and adjusted EBITDA as a percentage of revenues to net income.

Efficient and Disciplined Operating Model

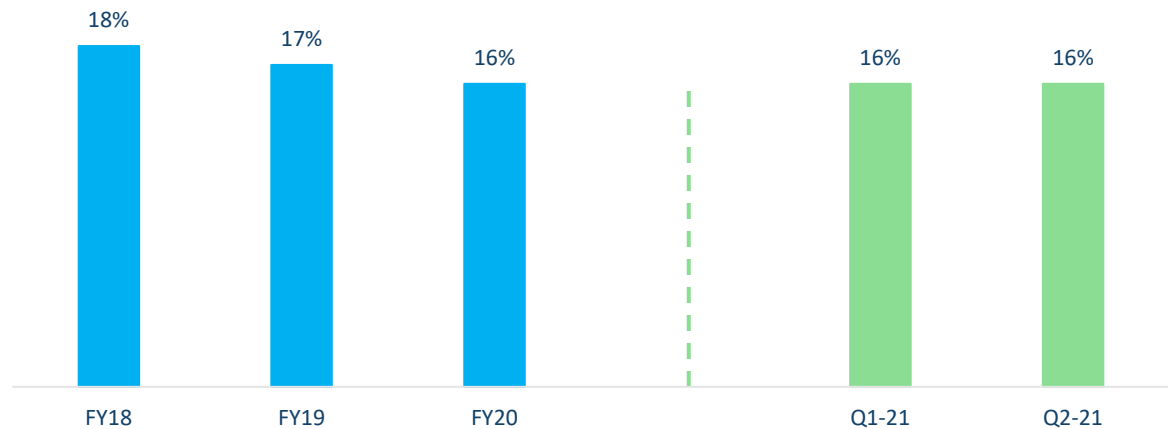
Gross Margin



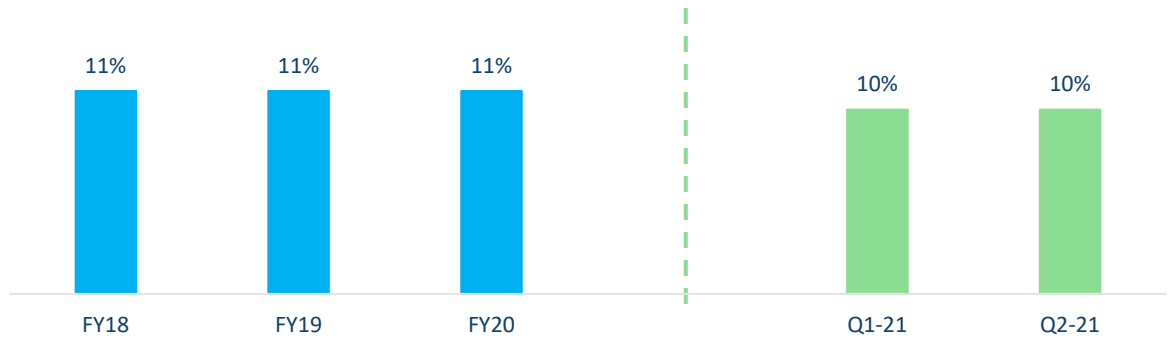
Sales and Marketing



Research and Development



General and Administrative



Capital Structure – July 31, 2020

- Common shares
 - 84.5 million – Outstanding
 - 84.3 million – Basic (weighted average)
 - 85.8 million – Fully diluted (weighted average)
- Mixed-Shelf filed on July 16, 2020 (up to \$1 billion – currently unused)
- Cash and cash equivalents
 - \$US 81.9 million
- Acquisition line of credit
 - \$US 350.0 million with the potential to upsize to \$US 500.0 million
 - Undrawn as of July 31, 2020

Baseline Calibration

Figures per Quarter		Baseline	Actual	Actual % of Baseline
<u>Q3'20</u>	Revenue	\$78.2	\$83.0	106%
	Net Income		\$9.7	
	Net Income as a % of Revenues		11.7%	
	Adj. EBITDA	\$24.8	\$31.5	127%
	Adj. EBITDA % of Revenues	31.7%	38.0%	
<u>Q4'20</u>	Revenue	\$79.3	\$84.2	106%
	Net Income		\$11.4	
	Net Income as a % of Revenues		13.5%	
	Adj. EBITDA	\$25.4	\$32.2	127%
	Adj. EBITDA % of Revenues	32.0%	38.2%	
<u>Q1'21</u>	Revenue	\$81.3	\$83.7	103%
	Net Income		\$11.0	
	Net Income as a % of Revenues		13.1%	
	Adj. EBITDA	\$26.0	\$33.0	127%
	Adj. EBITDA % of Revenues	32.0%	39.4%	
<u>Q2'21</u>	Revenue	\$77.0	\$84.0	109%
	Net Income		\$10.5	
	Net Income as a % of Revenues		12.5%	
	Adj. EBITDA	\$26.5	\$34.0	128%
	Adj. EBITDA % of Revenues	34.4%	40.5%	
<u>Q3'21</u>	Revenue	\$80.5		
	Net Income			
	Net Income as a % of Revenues			
	Adj. EBITDA	\$27.5		
	Adj. EBITDA % of Revenues	34.2%		

- Baseline revenues = visible, contracted and recurring revenues at the beginning of each quarter. Baseline revenues is not a revenues projection as it excludes sales concluded in the period
- Baseline Adjusted EBITDA = Baseline revenue less operating expenses (excluding investment income, interest expense, income tax expense, depreciation, amortization, stock-based compensation, restructuring expenses, acquisition related expenses and executive departure expenses)

⁽¹⁾ See Reconciliation of Non-GAAP Financial Measures on slides 20 and 21 for our approach to reconciliation of adjusted EBITDA.

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Highly-Experienced Management Team

Proven Record of Financial Success

Reconciliation of Non-GAAP Financial Measures - Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues – Q2-21

We prepare and release quarterly unaudited and annual audited financial statements prepared in accordance with GAAP. We also disclose and discuss certain non-GAAP financial information, used to evaluate our performance, in this and other earnings releases and investor conference calls as a complement to results provided in accordance with GAAP. We believe that current shareholders and potential investors in our company use non-GAAP financial measures, such as Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues, in making investment decisions about our company and measuring our operational results.

The term “Adjusted EBITDA” refers to a financial measure that we define as earnings before certain charges that management considers to be non-operating expenses and which consist of interest, taxes, depreciation, amortization, stock-based compensation (for which we include related fees and taxes) and other charges (for which we include restructuring charges and acquisition-related expenses). Adjusted EBITDA as a percentage of revenues divides Adjusted EBITDA for a period by the revenues for the corresponding period and expresses the quotient as a percentage.

Management considers these non-operating expenses to be outside the scope of Descartes’ ongoing operations and the related expenses are not used by management to measure operations. Accordingly, these expenses are excluded from Adjusted EBITDA, which we reference to both measure our operations and as a basis of comparison of our operations from period-to-period. Management believes that investors and financial analysts measure our business on the same basis, and we are providing the Adjusted EBITDA financial metric to assist in this evaluation and to provide a higher level of transparency into how we measure our own business. However, Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues are non-GAAP financial measures and may not be comparable to similarly titled measures reported by other companies. Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues should not be construed as a substitute for net income determined in accordance with GAAP or other non-GAAP measures that may be used by other companies, such as EBITDA. The use of Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues does have limitations. In particular, we have completed six acquisitions since the beginning of fiscal 2020 and may complete additional acquisitions in the future that will result in acquisition-related expenses and restructuring charges. As these acquisition-related expenses and restructuring charges may continue as we pursue our consolidation strategy, some investors may consider these charges and expenses as a recurring part of operations rather than expenses that are not part of operations.

The table below reconciles Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues to net income reported in our unaudited Consolidated Statements of Operations for Q2FY21, Q1FY21, Q4FY20, Q3FY20, and Q2FY20, which we believe is the most directly comparable GAAP measure.

(US dollars in millions)	Q2FY21	Q1FY21	Q4FY20	Q3FY20	Q2FY20
Net income , as reported on Consolidated Statements of Operations	10.5	11.0	11.4	9.7	8.6
Adjustments to reconcile to Adjusted EBITDA:					
Interest expense	0.3	0.3	0.4	0.4	1.4
Investment income	-	-	(0.1)	-	-
Income tax expense	4.2	4.4	1.9	3.5	3.1
Depreciation expense	1.4	1.6	2.9	1.2	1.1
Amortization of intangible assets	14.1	13.7	14.1	14.5	14.1
Stock-based compensation and related taxes	1.8	1.2	1.3	1.4	1.3
Other charges	1.7	0.8	0.3	0.8	0.6
Adjusted EBITDA	34.0	33.0	32.2	31.5	30.2
Revenues	84.0	83.7	84.2	83.0	80.5
Net income as % of revenues	13%	13%	14%	12%	11%
Adjusted EBITDA as % of revenues	40%	39%	38%	38%	38%

For more information on the reconciliation of Non-GAAP financial measures in the current period, please refer to our press release dated September 9, 2020: <https://www.descartes.com/who-we-are/news-events/financial-news>. For more information on the reconciliation of Non-GAAP financial measures for previous periods please refer to: <https://www.descartes.com/who-we-are/investor-relations/financial-information>

Reconciliation of Non-GAAP Financial Measures - Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues – FY20

We prepare and release quarterly unaudited and annual audited financial statements prepared in accordance with GAAP. We also disclose and discuss certain non-GAAP financial information, used to evaluate our performance, in this and other earnings releases and investor conference calls as a complement to results provided in accordance with GAAP. We believe that current shareholders and potential investors in our company use non-GAAP financial measures, such as Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues, in making investment decisions about our company and measuring our operational results.

The term “Adjusted EBITDA” refers to a financial measure that we define as earnings before certain charges that management considers to be non-operating expenses and which consist of interest, taxes, depreciation, amortization, stock-based compensation (for which we include related fees and taxes) and other charges (for which we include restructuring charges and acquisition-related expenses). Adjusted EBITDA as a percentage of revenues divides Adjusted EBITDA for a period by the revenues for the corresponding period and expresses the quotient as a percentage.

Management considers these non-operating expenses to be outside the scope of Descartes’ ongoing operations and the related expenses are not used by management to measure operations. Accordingly, these expenses are excluded from Adjusted EBITDA, which we reference to both measure our operations and as a basis of comparison of our operations from period-to-period. Management believes that investors and financial analysts measure our business on the same basis, and we are providing the Adjusted EBITDA financial metric to assist in this evaluation and to provide a higher level of transparency into how we measure our own business. However, Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues are non-GAAP financial measures and may not be comparable to similarly titled measures reported by other companies. Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues should not be construed as a substitute for net income determined in accordance with GAAP or other non-GAAP measures that may be used by other companies, such as EBITDA. The use of Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues does have limitations. In particular, we have completed six acquisitions since the beginning of fiscal 2020 and may complete additional acquisitions in the future that will result in acquisition-related expenses and restructuring charges. As these acquisition-related expenses and restructuring charges may continue as we pursue our consolidation strategy, some investors may consider these charges and expenses as a recurring part of operations rather than expenses that are not part of operations.

The table below reconciles Adjusted EBITDA and Adjusted EBITDA as a percentage of revenues to net income reported in our audited Consolidated Statements of Operations for FY20 and FY19, which we believe is the most directly comparable GAAP measure.

(US dollars in millions)	FY20	FY19
Net income , as reported on Consolidated Statements of Operations	37.0	31.3
Adjustments to reconcile to Adjusted EBITDA:		
Interest expense	4.4	2.1
Investment income	(0.2)	(0.2)
Income tax expense	11.1	8.2
Depreciation expense	6.0	4.5
Amortization of intangible assets	55.5	40.2
Stock-based compensation and related taxes	5.0	4.0
Other charges	3.8	3.8
Adjusted EBITDA	122.6	93.9
Revenues	325.8	275.1
Net income as % of revenues	11%	11%
Adjusted EBITDA as % of revenues	38%	34%

For more information on the reconciliation of Non-GAAP financial measures for FY20, please refer to our press release dated March 4, 2020: <https://www.descartes.com/who-we-are/news-events/financial-news>. For more information on the reconciliation of Non-GAAP financial measures for previous periods please refer to: <https://www.descartes.com/who-we-are/investor-relations/financial-information>