

## WHISTLEBLOWER POLICY

### Purpose

This policy applies to The Descartes Systems Group Inc. and its subsidiaries and affiliates (collectively, the "Company"). The purpose of this policy is to establish procedures for the following:

- the submission in good faith by any employee, director or officer of the Company (collectively, "Personnel") of concerns (a "Concern") regarding the following:
  - financial statement disclosures, accounting, internal accounting controls, auditing matters or fraud (an "Accounting Matter");
  - violations of the Company's Code of Business Conduct and Ethics;
  - violations of employment or labour laws; securities laws (including the rules or regulations of securities regulatory authorities in states, provinces and territories of Canada or the United States of America or applicable stock exchanges); laws regarding fraud and criminal laws (collectively, "Applicable Laws"); or
  - violations of this policy or other Company policies; and
- the receipt, retention, and treatment of Concerns received by the Company.

The purpose of this policy is also to state clearly and unequivocally that the Company prohibits discrimination, harassment and/or retaliation against any Personnel who in accordance with this policy:

- reports Concerns to the Company; or
- provides information or otherwise assists in an investigation or proceeding, whether conducted by the Company or externally by a body of competent jurisdiction, regarding any Concern that has been reported to the Company.

### Procedures For Submitting Concerns

1. Any Personnel who in good faith believes or knows that any acts or omissions have occurred that give rise to a Concern should immediately report the facts forming the basis of that belief or knowledge to the Company. Concerns should be submitted to one or more of the following:
  - an employee's supervisor;
  - a member of the Company's human resources department;
  - the Company's General Counsel;
  - the Company's Chief Executive Officer;
  - the Company's Chairman of the Board; or
  - a member of the Audit Committee of the Company's Board of Directors (the "Audit Committee").
2. Any Personnel may submit a Concern, on an anonymous basis if the Personnel so desires. However, if a concern is submitted on an anonymous basis and the information provided is insufficient, the Concern may be unable to be adequately investigated and resolved. Accordingly, Concerns made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted. All such Concerns may be raised directly to the Audit Committee by way of the confidential hotline service that enables submission by internet message, e-mail or telephone. The confidential hotline can be accessed at <https://www.openboard.info/dsgx/index.cfm>. If any Personnel would like to discuss any matter with the Audit Committee, the Personnel should indicate this desire in the submission and

include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate.

3. Any Personnel who receive a Concern from one of the Company's employees should advise the Company's General Counsel and/or a member of the Audit Committee.

### **Company Procedures For Investigating Concerns**

1. Upon receiving a Concern, the Company will conduct an investigation. If a Concern is received that relates to an Accounting Matter, it will be forwarded to the Audit Committee.
2. It is the obligation of all Personnel to cooperate in such investigations. Those responsible for the investigation will use reasonable efforts to protect the confidentiality of the allegations of the Concern and the identity of the persons involved, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.
3. The investigation of a Concern generally will include, but will not be limited to, review of appropriate documentation, discussion with the Personnel submitting the Concern (unless the complaint was submitted on an anonymous basis), discussion with the party against whom allegations have been made (if applicable), and witnesses, as appropriate.
4. If an investigation establishes that any Personnel has engaged in conduct or actions constituting discrimination, harassment and/or retaliation in violation of this policy, violation of other Company policies or violation of Applicable Laws, the Company will take appropriate corrective action, which may include, but is not limited to, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock-based compensation, suspension without pay and/or termination of employment. Such corrective action shall be in addition to, and not lieu of, any potential civil or criminal liability that Personnel may have for such conduct or actions.
5. If an investigation reveals that the Concern was not submitted by any Personnel in good faith in accordance with this policy, the Company will take whatever disciplinary action may be appropriate in the circumstances as permitted by applicable law.

### **Audit Committee Procedures for Receipt, Retention and Treatment of Concerns**

The Audit Committee has adopted the following procedures:

1. Following the receipt by the Audit Committee of any Concern relating to an Accounting Matter submitted under this policy, the Audit Committee will acknowledge receipt of the Concern (if not made anonymously) and investigate the Concern. If the Audit Committee determines that a Concern does not relate to an Accounting Matter, then the Audit Committee may elect to forward all or part of that Concern to the Company's General Counsel.
2. Further information on a Concern may be required by the Audit Committee depending on the nature of the issue and the clarity of the information provided. The Audit Committee may enlist Personnel and/or outside legal, accounting or other advisors, as appropriate, to conduct or assist in any investigation of the Concern.
3. In conducting any investigation of a Concern, the Audit Committee shall use reasonable efforts to protect the confidentiality of the individual who has raised the Concern, subject to the need to conduct a full and impartial investigation, remedy any violations of the Company's policies, or monitor compliance with or administer the Company's policies.
4. Following its investigation of a Concern, the Audit Committee will take corrective and disciplinary actions, if appropriate, which may include, alone or in combination with any potential civil or criminal

liability of the Personnel involved, a warning or letter of reprimand, demotion, loss of merit increase, bonus or stock-based compensation, suspension without pay and/or termination of employment.

5. The Audit Committee shall retain as a part of the records of the Audit Committee any Concerns it has received pursuant to this policy, tracking their receipt, investigation (including the names of any witnesses and any other information relevant to the investigation) and resolution, in accordance with its document retention policy.