

ROLE DESCRIPTION FOR CHAIR OF THE BOARD

1. PURPOSE

The Chair of the Board shall facilitate the operations and deliberations of the Board of Directors (the “**Board**”) of The Descartes Systems Group Inc. (the “**Company**”) and the satisfaction of the Board's functions and responsibilities under its mandate.

2. GENERAL

1. **Appointment and Removal of Chair of the Board** - The Chair of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the Company’s shareholders or between annual general meetings upon the resignation, death, disqualification or removal of the Chair of the Board. The Chair of the Board shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Chair of the Board or the resignation, disqualification or removal of the Chair of the Board from the Board.
2. **Qualifications** - The Chair of the Board shall be a member of the Board.
3. **Access to Management and Outside Advisors** - The Chair of the Board shall have unrestricted access to the Company’s management and employees. The Chair of the Board shall have the authority to conduct investigations into any matters within the scope of his or her responsibility, retain and terminate external legal counsel, consultants or other advisors to assist him or her in fulfilling his or her 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 Chair of the Board, for the services of these advisors.

3. FUNCTIONS AND RESPONSIBILITIES

The Chair of the Board shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Chair of the Board by the Board. In addition to these functions and responsibilities, the Chair of the Board shall perform the duties required of a chair of a board of directors 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.

1. Board Management

- a. **Chair of Board Meetings** - The Chair of the Board shall chair Board meetings that he or she attends. The Chair of the Board may vote at a Board meeting on any matter requiring a vote.
- b. **Board Meetings** - In consultation with the Chief Executive Officer and President, the Chair of the Board shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.

- c. Access to Management and Outside Advisors - On an ongoing basis, the Chair of the Board shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisors for the purposes of the Board fulfilling its mandate.
- d. Director Performance – In conjunction with the committees of the Board, on at least an annual basis, the Chair of the Board shall participate in (i) the review and assessment of the fulfillment by each committee of the Board of its responsibilities (ii) director attendance, performance and compensation and (iii) the size and composition of the Board.
- e. Execution of Documents – The Chair of the Board shall sign all contracts, documents or instruments in writing which require his or her signature.

2. Advisory Matters Relating to the Chief Executive Officer

- a. Input on Chief Executive Officer Matters – Except when the roles of the Chair of the Board and the Chief Executive Officer are carried out by the same person, the Chair of the Board shall provide input to the Corporate Governance Committee in respect of the appointment, removal, evaluation and succession of the Chief Executive Officer.
 - b. Meeting with Chief Executive Officer – Except when the roles of the Chair of the Board and the Chief Executive Officer are carried out by the same person, the Chair of the Board shall regularly meet with the Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Chair of the Board shall communicate with the Chief Executive Officer, on behalf of the Board regarding concerns or comments of the Board, shareholders or other stakeholders.
- 3. **Strategic Planning** - At least annually, the Chair of the Board shall review management's strategic planning initiatives.
 - 4. **Investor Relations.** Assist in the Company's investor relations activities as requested by the Chief Executive Officer or directed by the Board.

4. REPORTING TO THE BOARD

- 1. The Chair of the Board shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this mandate and, if necessary, shall make recommendations to the Board for its approval on these matters.

5. CURRENCY OF THE CHAIRMAN'S MANDATE

- 1. This role description was last approved by the Board on March 4, 2018.