

Security Class

Holder Account Number

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Form of Proxy - Annual and Special Meeting to be held on June 1, 2017**This Form of Proxy is solicited by and on behalf of Management.****Notes to proxy**

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by or on behalf of Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of a matter, and the holder has appointed the applicable person whose name is printed herein as proxyholder, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted or withheld from voting accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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Proxies submitted must be received by 9:00 a.m., Eastern Time, on May 30, 2017 or, in the case of any adjournment of the Meeting, not less than 24 hours, Saturday, Sundays and holidays excepted, prior to the time of the adjournment.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!**To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free**To Vote Using the Internet**

- Go to the following web site:
www.investorvote.com
- **Smartphone?**
Scan the QR code to vote now.

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your **CONTROL NUMBER** listed below.

CONTROL NUMBER



Appointment of Proxyholder

The undersigned holder of common shares ("Common Shares") of the Corporation hereby revokes any proxy previously given and appoints Edward J. Ryan, Chief Executive Officer of the Corporation or, failing him, J. Scott Pagan, President & Chief Operating Officer of the Corporation (the "Management Nominees"),

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual and Special Meeting of Shareholders of THE DESCARTES SYSTEMS GROUP INC. to be held at Homewood Suites, 800 Jamieson Parkway, Cambridge, Ontario on Thursday, June 1, 2017, at 9:00 a.m. (Eastern time) and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. David I. Beatson	<input type="checkbox"/>	<input type="checkbox"/>	02. Deborah Close	<input type="checkbox"/>	<input type="checkbox"/>	03. Eric Demirian	<input type="checkbox"/>	<input type="checkbox"/>
04. Chris Hewat	<input type="checkbox"/>	<input type="checkbox"/>	05. Jane O'Hagan	<input type="checkbox"/>	<input type="checkbox"/>	06. Edward J. Ryan	<input type="checkbox"/>	<input type="checkbox"/>
07. John J. Walker	<input type="checkbox"/>	<input type="checkbox"/>	08. Dennis Maple	<input type="checkbox"/>	<input type="checkbox"/>			

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2. Appointment of Auditors

Appointment of KPMG LLP, Chartered Professional Accountants, Licensed Public Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed.

For Withhold

☐ ☐

3. Shareholder Rights Plan

Approval of the Shareholder Rights Plan Resolution as set out on page 17 of the Corporation's Management Information Circular dated May 2nd, 2017.

For Against

☐ ☐

4. Performance and Restricted Share Unit (PRSU) Plan

Approval of the PRSU Plan Resolution as set out on page 21 of the Corporation's Management Information Circular dated May 2nd, 2017.

For Against

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5. Say-On-Pay Resolution

Approval of the Say-On-Pay Resolution as set out on page 22 of the Corporation's Management Information Circular dated May 2nd, 2017.

For Against

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Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and I/we have appointed a Management Nominee as proxyholder, this Proxy will be voted as recommended by Management.

Signature(s)

Date

DD / MM / YY

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

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Annual Financial Statements - Mark this box if you would NOT like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

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If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at www.computershare.com/maillinglist.



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