

## **THE DESCARTES SYSTEMS GROUP INC.**

### **Majority Voting Policy for Director Elections**

In an uncontested election of Directors, any nominee for Director who does not receive a greater number of votes “for” his or her election than votes “withheld” from such election (a “**Majority Withhold Vote**”) shall promptly tender his or her resignation to the Chairman of the Board of Directors following the Company’s annual meeting, such resignation to be effective upon acceptance by the Board of Directors. In this policy, an “uncontested election” shall mean an election in which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

The Corporate Governance Committee shall promptly consider such tendered resignation and recommend to the Board of Directors the action to be taken with respect to such tendered resignation. The recommendation of the Corporate Governance Committee may be to accept or reject the resignation on such basis as the Corporate Governance Committee determines appropriate, provided that the Corporate Governance Committee shall recommend acceptance of the resignation if there are no exceptional circumstances present that would support rejection of the resignation. If the Corporate Governance Committee recommends rejection of the resignation, it shall include with its recommendation an indication of what it believes to be the underlying reasons for the Majority Withhold Vote in respect of the subject Director.

In considering a tendered resignation and whether exceptional circumstances exist, the Corporate Governance Committee is authorized to consider all factors it deems relevant to the best interests of the Company, including without limitation: (i) any stated reasons why shareholders withheld their vote with respect to the subject Director; (ii) what the Corporate Governance Committee believes to be the underlying reasons for the Majority Withhold Vote, including whether these reasons relate to the incumbent Director’s performance as a Director, whether these reasons relate to the Company or another company, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares represented by votes cast and withheld from voting on the election of the subject Director; (iv) the tenure and qualifications of the Director; (v) the Director’s past and expected future contributions to the Company; (vi) the other policies of the Company; (vii) the overall composition of the Board of Directors, including whether accepting the resignation would cause the Company to fail to meet any applicable securities laws and rules of federal and provincial securities commissions and the Toronto Stock Exchange and NASDAQ Stock Exchange; and (viii) whether the resignation of the Director could result in the triggering of change in control or similar provisions under any contract by which the Company is bound or any benefit plan of the Company and, if so, the potential impact thereof.

If any Director who tenders his or her resignation pursuant to this policy is a member of the Corporate Governance Committee, he or she shall not participate in any portion of a meeting of that Committee in which it considers the decision to recommend to the Board of Directors whether his or her resignation shall be accepted. However, such Director shall remain active and engaged in all other Corporate Governance Committee activities, deliberations and decisions during this Corporate Governance Committee process. If each member of the Corporate Governance Committee receives a Majority Withhold Vote at the same election, then the Board of Directors shall establish a committee composed of the independent Directors who did not receive a Majority Withhold Vote to consider the resignation offers and recommend to the Board of Directors whether to accept them, provided that if fewer than two independent Directors did not receive Majority Withhold Votes in the same election, the Board of Directors shall establish a committee composed of all independent Directors to consider the resignation offers and recommend to the Board of Directors whether to accept them (any such committee established in accordance with this

paragraph, together with the Corporate Governance Committee, collectively referred to as the “Committee” in this policy).

If the Committee recommends that the Board of Directors accept the tendered resignation, the Committee shall also recommend to the Board of Directors whether to fill the vacancy resulting from the resignation through an appointee of the Board or at the next annual meeting of shareholders or at a special meeting of shareholders, or to reduce the size of the Board of Directors at the next annual meeting of shareholders.

The Board of Directors shall act on the Committee’s recommendation in respect of a resignation tendered pursuant to this policy, by either accepting or rejecting the resignation, within 90 days following the date of the applicable annual meeting. In considering the Committee’s recommendation, the Board of Directors will consider the factors considered by the Committee and such additional information and factors that the Board of Directors considers to be relevant and shall, absent exceptional circumstances, accept the Director’s resignation. Any Director who tenders his or her resignation pursuant to this policy shall not participate in any portion of a meeting of the Board of Directors in which it considers whether his or her resignation shall be accepted. Following the Board of Directors’ decision on the resignation, the Board of Directors shall: (i) promptly disclose, via press release, its decision whether to accept the Director’s resignation offer including the reasons for rejecting the resignation offer, if applicable; and (ii) forthwith provide a copy of the press release to the Toronto Stock Exchange (by email to [disclosure@tsx.com](mailto:disclosure@tsx.com)). If a resignation is accepted, the Board of Directors may: (i) leave the resultant vacancy in the Board of Directors unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board of Directors considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board of Directors to fill the vacant position.

The Board of Directors may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to Director elections with such terms as the Board of Directors determines in its sole discretion to be appropriate. The Board of Directors will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board of Directors in good faith will be final, conclusive and binding.

**Adopted by the Board of Directors – March 8<sup>th</sup>, 2017**