

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

### **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 meeting of the Company’s shareholders at which the Company’s directors are elected or between such shareholder 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 meeting of the Company’s shareholders at which the Company’s directors are elected, 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 their responsibility, retain and terminate external legal counsel, consultants or other advisors to assist them in fulfilling their 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 (collectively, “**Applicable Requirements**”).

#### **1. Board Management**

- a. Chair of Board Meetings - The Chair of the Board shall chair Board meetings that they attend (other than meetings, or portions of such meetings, in respect of which the Chair of the Board is conflicted). Subject to compliance with Applicable Requirements, 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 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. Calling of Meetings - The Chair of the Board may call meetings of the Board and any standing committee thereof by notifying the Corporate Secretary who will notify the members of the Board or committee, as applicable.
- d. 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.
- e. Board Performance - Together with the Corporate Governance Committee, ensure that an appropriate system is in place to evaluate the performance of the Board, the individual directors, each Board committee, and the Chair of the Board Director, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Nominating Committee for changes when appropriate.
- f. In collaboration with the Corporate Governance Committee and the Nominating Committee, as applicable, support the director recruitment

process, as well as the orientation of new, and the continued education of, incumbent directors.

- g. Execution of Documents - The Chair of the Board shall sign all contracts, documents or instruments in writing which require their signature.

## **2. Advisory Matters Relating to the Chief Executive Officer**

- a. Input on Chief Executive Officer Matters - Except when the Chair of the Board is not independent under Applicable Requirements, 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 Chair of the Board is not independent under Applicable Requirements, 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 their 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 reviewed and approved by the Board on March 1<sup>st</sup>, 2023.