

# THE DESCARTES SYSTEMS GROUP INC.

## MANDATE FOR THE BOARD OF DIRECTORS

### 1. PURPOSE

1. The members of the Board of Directors (the “**Board**”) have the duty to supervise the management of the business and affairs of The Descartes Systems Group Inc. (the “**Company**”). The Board, directly and through its committees, the Chair of the Board and Lead Director, as applicable, shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

### 2. MEMBERSHIP, ORGANIZATION AND MEETINGS

1. **General** - The composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; residency requirements; quorum requirements; meeting procedures and notices of meetings shall be established in accordance with the *Canada Business Corporations Act* and the by-laws of the Company.
2. **Independence** - The Board shall establish independence standards for the directors in accordance with Applicable Requirements (as defined below), and, at least annually, shall determine the independence of each director in accordance with these standards. At least a majority of the directors shall be independent in accordance with these standards.
3. **Access to Management and Outside Advisors** - The Board shall have unrestricted access to the Company’s management and employees. The Board shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation of these advisors without consulting or obtaining the approval of any Company officer. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.
4. **Chair of the Board / Lead Director** - The Chair of the Board shall facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under this mandate. If the Chair of the Board is not independent, then the independent directors shall select from among their number

a director who will act as a “Lead Director” and who will facilitate the functioning of the Board independently of management and provide independent leadership to the Board.

5. **Directors’ Responsibilities** - Each director is expected to use their best efforts to attend all meetings of the Board and any committee of which they are a member. Each director is expected to have read and considered the materials sent to them in advance of each meeting and to actively participate in the meeting. Each director shall declare their interest, and abstain from voting on, matters in which the director has an interest, except as expressly permitted under the Applicable Requirements.
6. **Secretary and Minutes** - The Corporate Secretary, their designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.
7. **In Camera Sessions** - As part of each meeting, the Board shall hold an *in camera* session, at which management and non-independent directors are not present, and the agenda for each Board meeting shall afford an opportunity for such a session.

### **3. FUNCTIONS AND RESPONSIBILITIES**

The Board shall have the functions and responsibilities set out below. In addition to these functions and responsibilities, the Board shall perform such duties as may be required by applicable law and any 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**”). While the Board maintains oversight of the Company’s operations, it delegates to the Chief Executive Officer and senior management of the Company the responsibility for day-to-day management of the Company. The Board discharges its oversight responsibilities both directly and through its committees.

#### **1. Strategic Planning**

- a. **Strategic Plans** - At least annually, the Board shall review and, if advisable, approve the Company’s strategic planning process and short- and long-term strategic plan prepared by management. In discharging this responsibility, the Board shall review the plan in light of management’s

assessment of emerging trends, the competitive environment, risk issues, and significant business practices and products.

- b. Business Plans - The Board shall review and, if advisable, approve the Company's annual business plans.
- c. Monitoring - At least annually, the Board shall review management's implementation of the Company's strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

## **2. Risk Management**

- a. General - The Board shall provide regular oversight of the Company's enterprise risk management practices either directly, or through its committees, which shall report to the Board with respect to risk oversight undertaken in accordance with their respective charters. The Board shall, with the assistance of its committees, oversee management's assessment, management and monitoring of key risks (including, but not limited to, risks related to information security, environmental, social and governance ("ESG") matters, and artificial intelligence) affecting the Company and the Company's risk management/monitoring systems.
- b. Review of Controls - The Board shall, with the assistance of the Audit Committee, review the internal, financial, non-financial and business control and information systems that have been established by management.

## **3. Human Resource Management**

- a. General - At least annually, the Board shall, with the assistance of the Compensation Committee, review the Company's approach to human resource management and executive compensation, including as a result of the Compensation Committee's: (i) [review of reports from management to monitor the Company's culture and employee engagement;] (ii) oversight of policies and programs in place to support and promote the health, safety and well-being of the Company's employees; and (iii) consideration of other ESG practices related to the committee's charter. In considering its approach to executive compensation, the Board, with the assistance of the Compensation Committee, will consider the results of

any “say-on-pay” vote from the Company’s most recent annual meeting of shareholders.

- b. Succession Review - At least annually, the Board shall, with the assistance of the Nominating Committee and the Compensation Committee, as applicable, review the Lead Director, Chair of the Board, the Chief Executive Officer and the senior management succession plans of the Company.
- c. Integrity of Senior Management - The Board shall satisfy itself as to the integrity of the Chief Executive Officer and other senior management.

#### **4. Corporate Governance**

- a. General - At least annually, the Board shall, with the assistance of the Corporate Governance Committee, review the Company’s approach to corporate governance.
- b. Governing Documents - At least annually, the Board shall review and assess any comments or recommendations of the Corporate Governance Committee in respect of the adequacy of the Company’s organizing documents and by-laws, and the mandate, charters and role descriptions for the Board, each Board committee, the Chief Executive Officer, the Chair of the Board and their compliance with Applicable Requirements. At least annually, the Board shall review and assess any comments or recommendations of the Audit Committee on the adequacy of the Company’s audit committee charter.
- c. Director Independence - At least annually, the Board shall, with the assistance of the Corporate Governance Committee, evaluate the director independence standards established by the Board and pursuant to Applicable Requirements and the Board’s ability to act independently from management in fulfilling its duties.
- d. Ethics Reporting - At least annually, the Board shall, with the assistance of the Corporate Governance Committee, review reports provided by management relating to compliance with, or material deficiencies of, the Company’s Code of Business Conduct and Ethics.

- e. Conflicts of Interest - From time to time on an *ad hoc* basis, if and when required or otherwise viewed by the Board as being prudent in the circumstances, the Board shall form a special committee of disinterested directors to review and evaluate any material related party or other significant conflict of interest transactions involving the Company (except for material transactions solely involving the Company and one or more wholly-owned subsidiaries of the Company).

5. **Environmental and Social Governance** - At least annually, the Board shall, with the assistance of the Corporate Governance Committee, review the Company's approach to environmental and social governance including, but not limited to, the following areas: the Company's approach to climate policy and sustainability, and assessing and reducing its own environmental footprint from its operations; the Company's approach to assessing the environmental benefits to its customers from the products and services of the Company; and the Company's approach to social initiatives within its overall governance framework including in the areas of diversity, human rights, fair trading practices and protection of personal data.

6. **Financial Information**

- a. General - At least annually, the Board shall, with the assistance of the Audit Committee, review the Company's internal controls relating to financial information and reports provided by management on material deficiencies in, or material changes to, these controls.
- b. Integrity of Financial Information - The Board shall, with the assistance of the Audit Committee, review the integrity of the Company's financial information and systems, the effectiveness of internal controls and management's assertions on internal control and disclosure control procedures.

7. **Communications**

- a. General - The Board shall adopt and, at least annually, shall review the Company's overall communications policy, including measures for communicating with and receiving feedback from the Company's stakeholders.
- b. Disclosure - At least annually, the Board shall review management's compliance with the Company's disclosure policies and procedures. The

Board shall, if advisable, approve material changes to the Company's disclosure policies and procedures.

- c. Shareholder Engagement - At least annually, the Board shall review the Company's approach to shareholder engagement.

#### **8. Committees of the Board**

- a. Board Committees - The Board has established the following committees of the Board: the Compensation Committee; the Audit Committee; the Corporate Governance Committee; and the Nominating Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.
- b. Delegation to Committees - The Board has delegated to each of its committees those responsibilities set out in each Board committee's mandate.
- c. Consideration of Committee Recommendations - As required, the Board shall consider for approval the specific matters delegated for review to Board committees.
- d. Board/Committee Communication - To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after each meeting of the committee.

9. **Auditors** - In conjunction with the Audit Committee, the Board shall review and, if advisable, select and recommend for shareholder approval the appointment of the auditors.

#### **4. DIRECTOR ORIENTATION, EDUCATION AND EVALUATION**

1. Each director shall participate in the Company's orientation and ongoing education program.
2. At least annually, with the assistance of the Corporate Governance Committee, the Board shall evaluate and review the performance of the Board, each of its committees, each of the directors, including the specific performance assessment findings of the Corporate Governance Committee and the adequacy of this mandate.

## **6. NO RIGHTS CREATED**

1. This mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all the Applicable Requirements, as well as in the context of the Company's Articles and By-laws, it is not intended to establish any legally binding obligations.

## **7. CURRENCY OF THE BOARD MANDATE**

1. This mandate was last reviewed and approved by the Board on March 5, 2025.