

**KINAXIS INC.
(THE “CORPORATION”)**

**CHAIR OF THE BOARD
POSITION DESCRIPTION**

The chair (the “**Chair**”) of the directors of the Corporation (individually a “Director” and collectively the “**Board**”) has the responsibilities and specific duties described below.

Appointment and Qualification

The Board may annually appoint a Director to be the Chair for a one-year term, with such appointment being (except when a vacancy is being filled) at the first meeting of the Board following the annual meeting of the shareholders of the Corporation and terminating at the first meeting of the Board following the next annual meeting of the shareholders of the Corporation. The Chair shall be an independent Director within the meaning of (and subject to the exemptions and other provisions set out in) applicable laws, rules and regulations, and stock exchange requirements (“**Applicable Laws**”) and will have such competencies and skills as the Board may determine in their business judgment. For the purposes hereof, the term “independent” includes the meanings given to similar terms by Applicable Laws, including the terms “non-executive”, “outside” and “unrelated” to the extent such terms are applicable under Applicable Laws.

Responsibilities

The Chair provides leadership to the Board and sets the “tone” for the Board to foster effective, ethical and responsible decision-making, appropriate oversight of management and strong governance practices.

Specific Duties

In addition to the responsibilities set out in the Mandate of the Directors and specific duties assigned by the Board from time to time, the Chair should:

Governance

1. Generally oversee the direction and administration of the Board, ensuring that the Board works as a cohesive team and builds a strong governance culture.
2. Foster effective, ethical and responsible decision-making by the Board, the committees of the Board (collectively the “**Committees**”) and individual Directors.

Leadership

3. Provide overall leadership to enhance the effectiveness of the Board.
4. Provide the Board, the Committees and individual Directors with leadership to assist them in effectively carrying out their duties and responsibilities.
5. Provide advice and counsel to the chairs of the Committees and other Directors.
6. Maintain an effective working relationship with senior management to ensure that the organization fulfills its responsibilities to stakeholders.

7. Ensure that the responsibilities of the Board, the Committees, the chairs of the Committees and individual Directors, as set out in the Mandate of the Directors, the charters of the Committees and the applicable position descriptions, are well understood by them.
8. Work with senior management to monitor progress on strategic planning and policy implementation.

Meetings of the Board

9. With the Secretary, establish the agenda for and chair, except as otherwise provided in the by-laws of the Corporation, each meeting of the Board.
10. Ensure that the Board meets on at least a quarterly basis and schedule as many additional meetings as may be necessary to carry out the duties of the Board effectively.
11. Ensure, in concert with management and the Secretary, that the Board is receiving information that is timely, in a useful format and of high quality.
12. Assist the Committees and chairman of the Committees to bring important issues forward to the Board for consideration and resolution.
13. Ensure there is sufficient time during meetings of the Board to fully discuss agenda items and facilitate discussion on all business set out in the agendas, seeking to bring matters to resolution, as required.
14. Encourage individual Directors to ask questions and express viewpoints during meetings.
15. Ensure, to the extent appropriate, that the Board meets *in camera* at each of their meetings.
16. Ensure that the Board meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

Shareholder Meetings

17. Ensure that the shareholders of the Corporation meet at least once annually and as many additional times as required by law.
18. Except as otherwise provided in the by-laws of the Corporation, chair all meetings of shareholders.
19. Ensure that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution, as required.

Board/Management Relationships

20. Ensure that the boundaries between the Board and management responsibilities are clearly understood and respected and that interactions between the Board and management are conducted in a professional and constructive manner.
21. Facilitate effective communication between the Board and management.
22. Address complaints, questions and concerns regarding Board matters.

23. Work with and assist the Chief Executive Officer and Chief Financial Officer in representing the interests of the Corporation to its external stakeholders such as shareholders and other security holders, the investment community, the media, government agencies, creditors, major customers and competitors.

Director Recruitment and Retention

24. With the Nominating and Governance Committee, participate in the recruitment and retention of Directors.

Evaluation

25. Ensure that an annual evaluation of the performance and effectiveness of the Board, the Committees, all individual Directors and the chair of each of the Committees, is conducted, and review the results thereof with the Nominating and Governance Committee.
26. Provide advice and counsel to individual Directors to assist them in improving their performance.
27. Ensure that an annual performance evaluation of the Chair is conducted and that the results are reviewed with the chair of the Nominating and Governance Committee or the Compensation Committee.
28. Assist in the annual review of, and periodically suggest changes to, the Mandate of the Directors.

Orientation/Education

29. Support the orientation of new Directors.
30. Facilitate the continuing education of all Directors.

Other

31. Carry out such other duties and responsibilities as may be assigned by the Board.

Approved by the Directors on August 2, 2018.