

**KINAXIS INC.**  
**(the “Corporation”)**

**BOARD DIVERSITY POLICY**

**1. Purpose**

The Board Diversity Policy (the “**Policy**”) sets out the approach to diversity on the Board of Directors of the Corporation (the “**Board**”).

**2. Scope of Application**

The Policy applies to the Board only, and does not apply to diversity in relation to employees of the Corporation.

**3. Policy Statement**

The Corporation is committed to the value of diversity and inclusion and seeks to maintain a Board comprised of talented and dedicated directors in order to enhance and preserve long-term shareholder value and to ensure that its business is conducted in an ethical and safe manner. All Board appointments are made with regard to the skills, expertise, independence and knowledge which the Board as a whole requires to be effective.

The Nominating and Governance Committee (the “**Committee**”) recommends director nominees to the Board and considers prospective candidates based on their balance of skills, background, experience, and knowledge. This includes diversity and inclusion considerations such as gender, age, disability, sexual orientation, Indigeneity, ethnicity and geographic representation, with a view to ensuring that the Board benefits from a broad range of perspectives and experience to assist in mitigating against bias and discrimination.

The Committee’s mandate in relation to diversity includes, but is not limited to, oversight of disclosure requirements in the *Canada Business Corporations Act* and associated regulations relating to diversity and representation on the Board and in senior management of the Corporation of women, Indigenous peoples (First Nations, Inuit and Métis), persons with disabilities and members of visible minorities.

The Committee’s approach to determining whether individuals fall within identified groups is based on self-identification by the individual and is carried out in a manner that respects applicable personal information and privacy laws.

The Committee is also responsible for annually assessing the effectiveness of the Board. In reviewing Board composition, the Committee will consider: (a) any targets for representation on the Board; and (b) the benefits of all dimensions of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively. Adherence to this Policy will be taken into account as part of the annual performance and effectiveness evaluations of the Board and the Committee.

**4. Measurable Objectives**

The Committee will discuss and agree annually all measurable objectives for achieving greater diversity on the Board and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more dimensions of diversity and measure progress accordingly.

**5. Monitoring and Reporting**

The Committee will report annually on the process it has used in relation to Board appointments. Such report will include a summary of this Policy, the measurable objectives set for implementing the Policy and progress made towards achieving those objectives.

**6. Review of the Policy**

The Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

Approved by the Board on August 2, 2018,  
amended on March 1, 2023.