

KINAXIS INC.
(the “Corporation”)

MAJORITY VOTING POLICY

The Board of Directors of the Corporation (the “Board”) believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted this Majority Voting Policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of or against, separately for each director nominee. The chair of the Board will ensure that the number of shares voted in favour or against each director nominee is recorded and promptly made public after the meeting.

If the aggregate number of votes against a director nominee is greater than the number of votes in favour of such nominee (the “Subject Director”), such Subject Director will be considered by the Board not to have received the support of the shareholders, subject to certain exceptions available under applicable law. In the event a Subject Director was serving on the Board immediately prior to such vote, such Subject Director may continue serving on the Board until the earlier of: (a) the 90th day after the day of the election; and (b) the day on which the Subject Director’s successor is appointed or elected, subject to applicable law and the rules of any stock exchange on which the securities of the Corporation are listed.

Subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual general meeting, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

This policy does not apply where an election occurs at a contested meeting (i.e., a meeting where the number of directors nominated for election is greater than the number of seats available on the Board).

Approved by the Board: April 28, 2014, amended on March 1, 2023.