Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2025

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) _____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

Part II Basic Plan Information—enter all requested information

1a Name of plan
DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/01/1986

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
DESCARTES SYSTEMS USA LLC

2030 POWERS FERRY ROAD SE
ATLANTA, GA 30339

2b Employer Identification Number (EIN) 68-0679777

2c Plan Sponsor's telephone number 519-746-8110

2d Business code (see instructions) 541519

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2026	GREG ROBINSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	

5	Total number of participants at the beginning of the plan year	**5**	829
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	739
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	746
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	167
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	915
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	915
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	605
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	760
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	40
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2G 2J 2K 2F 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[X] Insurance	**(1)**	[X] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- **(4)** [ ] **DCG** (Individual Plan Information) – Number Attached _____
- **(5)** [ ] **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] **A** (Insurance Information) – Number Attached 1
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2025 Form M-1 annual report. If the plan was not required to file the 2025 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2025

This Form is Open to Public Inspection

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DESCARTES SYSTEMS USA LLC

D Employer Identification Number (EIN)
68-0679777

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	YH1212	760	01/01/2025	12/31/2025

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	5246109
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	4971701
c	Additions: (1) Contributions deposited during the year	7c(1)	529261		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	162287		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	604626		
	▶ *				
	(6)Total additions			7c(6)	1296174
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	6267875
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	704621		
	(2) Administration charge made by carrier	7e(2)	10981		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	11435		
	▶ *				
	(5) Total deductions			7e(5)	727037
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	5540838

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- **a** ☐ Health (other than dental or vision)
- **b** ☐ Dental
- **c** ☐ Vision
- **d** ☐ Life insurance
- **e** ☐ Temporary disability (accident and sickness)
- **f** ☐ Long-term disability
- **g** ☐ Supplemental unemployment
- **h** ☐ Prescription drug
- **i** ☐ Stop loss (large deductible)
- **j** ☐ HMO contract
- **k** ☐ PPO contract
- **l** ☐ Indemnity contract
- **m** ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2025** **This Form is Open to Public Inspection.**

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DESCARTES SYSTEMS USA LLC

D Employer Identification Number (EIN)
68-0679777

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	SERVICE PROVIDER	174516	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

KESTRA ADVISORY SERVICES LLC

35-2552359

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	SERVICE PROVIDER	0	Yes [X] No [ ]	Yes [ ] No [X]	85000	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
KESTRA ADVISORY SERVICES LLC	27	85000

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VOYA RETIREMENT INSURANCE & ANNUITY 71-0294708	OTHER FEES

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DESCARTES SYSTEMS USA LLC

D Employer Identification Number (EIN)
68-0679777

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	559258	562516
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	77730297	97016825
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4971701	5540838
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
1e Buildings and other property used in plan operation	1e		
1f Total assets (add all amounts in lines 1a through 1e)	1f	83261256	103120179
Liabilities			
1g Benefit claims payable	1g		
1h Operating payables	1h		
1i Acquisition indebtedness	1i		
1j Other liabilities	1j		
1k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
1l Net assets (subtract line 1k from line 1f)	1l	83261256	103120179

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	1296857	
(B) Participants	2a(1)(B)	5843712	
(C) Others (including rollovers)	2a(1)(C)	3450723	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10591292
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	45833	
(F) Other	2b(1)(F)	162287	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		208120
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4117442	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4117442
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		9136589
c Other income	2c		2502
d Total income. Add all **income** amounts in column (b) and enter total	2d		24055945
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4597803	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		4597803
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		13828
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)	173616	
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	900	
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		174516
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4786147
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		19269798
l Transfers of assets:			
(1) To this plan	2l(1)		589125
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: KP LYNCH CPA PC **(2)** EIN: 20-2059984

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) [ ] This form is filed for a CCT, PSA, DCG or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	**4a**		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ..... ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection.

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DESCARTES SYSTEMS USA LLC

D Employer Identification Number (EIN)
68-0679777

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | **1** |

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year ..... | **3** |

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) ..... | **6a** |

b Enter the amount contributed by the employer to the plan for this plan year ..... | **6b** |

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) ..... | **6c** |

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:
Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

20 **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation._____

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702844A .

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (MODIFIED CASH BASIS)

DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

DECEMBER 31, 2025 AND 2024 AND YEARS THEN ENDED
WITH REPORT OF INDEPENDENT AUDITOR

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024
AND YEARS THEN ENDED

CONTENTS

REPORT OF INDEPENDENT AUDITOR 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 5
NOTES TO FINANCIAL STATEMENTS (MODIFIED CASH BASIS) 6

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS) 13

KP LYNCH, CPA PC

4329 Four Rod Road
East Aurora, New York 14052
Phone: 716.868.1744

Report of Independent Auditor

To the Plan Administrator
Descartes Systems Group Employee Retirement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

I have performed audits of the financial statements of the Descartes Systems Group Employee Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits (modified cash basis) as of December 31, 2025 and 2024, and the related statement of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), my audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency (qualified institution), provided that the statements or information regarding assets so held are prepared and certified to by the qualified institution in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2025 and 2024, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In my opinion, based on my audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section,

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting described in Note 2; and
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

I conducted my audits in accordance with auditing standards generally accepted in the United States of America (GAAS). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am required to be independent of the Plan and to meet my other ethical responsibilities, in accordance with the relevant ethical requirements relating to my audits. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my ERISA Section 103(a)(3)(C) audit opinion.

Emphasis of Matter - Basis of Accounting

I draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements were prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. My opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, and for determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances, Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for at least one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of my report, my objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, I

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- conclude whether, in my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

My audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of the modified cash basis of accounting.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

I am required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that I identified during the audit.

Other Matter- Supplemental Schedule Required by ERISA

The supplemental schedule of assets held (modified cash basis) as of December 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule (modified cash basis), other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule (modified cash basis) that agreed to or is derived from the certified investment information, I compared such information to the related certified investment information.

In forming my opinion on the supplemental schedule (modified cash basis), I evaluated whether the supplemental schedule (modified cash basis), other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In my opinion,

- the form and content of the supplemental schedule (modified cash basis), other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule (modified cash basis) related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

KP Lynch CPA PC

October 14, 2026

East Aurora, New York

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)

	December 31	
	2025	**2024**
Investments:		
Guaranteed investment contract, at contract value	**$ 5,540,838**	$ 4,971,701
Investments in registered investment companies, at fair value	**97,016,825**	77,730,297
Total investments	**102,557,663**	82,701,998
Receivable:		
Notes receivable from participants	**562,516**	559,258
Net assets available for benefits	**$ 103,120,179**	$ 83,261,256

See accompanying notes.

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)

	Years ended December 31	
	2025	**2024**
Additions:		
Contributions:		
Employee contributions	**$ 5,843,712**	$ 5,414,571
Employer matching contributions	**1,296,857**	776,108
Rollover contributions (see note 7)	**3,450,723**	5,562,502
	10,591,292	11,753,181
Investment income (loss):		
Interest income from guaranteed investment contract	**162,287**	142,395
Net gain (loss) from registered investment companies	**13,254,031**	10,192,453
Other income (loss)	**2,502**	-
	13,418,820	10,334,848
Interest on notes receivable from participants	**45,833**	41,553
Total additions	**24,055,945**	22,129,582
Deductions:		
Benefits paid to participants	**4,611,631**	4,165,715
Administrative expenses	**174,516**	168,316
Total deductions	**4,786,147**	4,334,031
Transfer (see Note 1):		
Transfer from Amplify HR Management Retirement Savings Plan	**589,125**	-
Transfer from Windigo Logistics 401(k) Plan	**-**	2,895,086
Total transfers	**589,125**	2,895,086
Net increase (decrease)	**19,858,923**	20,690,637
Net assets available for benefits, beginning of year	**83,261,256**	62,570,619
Net assets available for benefits, end of year	**$ 103,120,179**	$ 83,261,256

See accompanying notes.

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024

1. DESCRIPTION OF PLAN

The Descartes Systems Group Employee Retirement Plan (the Plan) was established December 1, 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a defined contribution plan covering substantially all non-union employees of Descartes Systems (USA) LLC (the Plan Sponsor or Employer).

The following description of the Plan only provides general information. Participants should refer to the Plan Agreement or the Summary Plan Description for a more complete description of the Plan's provisions.

PLAN TRANSFERS

During February 2023, the Plan Sponsor acquired Windigo Logistics, Inc. dba GroundCloud (Windigo). Windigo employees continued participating in the Windigo Logistics 401(k) Plan (Windigo Plan) through December 31, 2023. In January 2024, the Windigo Plan was merged into the Plan, and former employees of Windigo began participating in the Plan. Assets of approximately $2.9 million were transferred into the Plan during 2024.

During September 2024, the Plan Sponsor acquired Assure Assist, Inc. (Assure Assist). Assure Assist employees continued participating in a multiple employer plan sponsored by Amplify HR Management (Amplify Plan) through December 31, 2024. Effective January 1, 2025, former employees of Assure Assist began participating in the Plan. In January 2025, Assure Assist participants were spun-off from the Amplify Plan and merged into the Plan. Assets of approximately $0.6 million were transferred into the Plan as a result of this transaction.

PARTICIPATION

Substantially all non-union employees of the Employer who have attained age 21 and completed three months of service are eligible for participation in the Plan. Employees may enter the Plan on the first day of the month after completing the age and service requirements.

CONTRIBUTIONS

Participants may elect to contribute a specified percentage of their compensation, not to exceed 75% or Internal Revenue Code limitations. Participants may also make after-tax Roth elective contributions.

1. DESCRIPTION OF PLAN (CONTINUED)

The Employer may make discretionary annual matching contributions. For 2024 and 2025, the Employer made matching contributions equal to 50% of an employee's elective deferral contribution, disregarding any elective deferral contribution in excess of 6% of the participant's compensation, and subject to a $4,000 annual limit. Participants are not required to be employed on the last day of the Plan year to receive an allocation of matching contributions.

VESTING / FORFEITURES

Participant elective deferral contributions are 100 percent vested upon contribution. The participant's vesting percentage in Employer contributions is shown in the following schedule:

Vesting Service (credited years)	Vesting Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Certain balances transferred from prior plans may be subject to different vesting provisions.

Participants who leave the Employer with less than the required years of service forfeit the nonvested portion of Employer contributions. Forfeited balances are available to reduce expenses associated with the Plan's administration or offset future Employer contributions. Approximately $38,000 of forfeited balances were used to reduce Employer contributions during 2025 (none used during 2024). At December 31, 2025, approximately $30,000 of forfeited balances are available.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may obtain loans up to the lesser of $50,000 (reduced by the highest outstanding loan balance the previous year less any current outstanding loan balance), or 50% of the participants' non-forfeitable accrued benefit. Loans are subject to a minimum of $1,000, and bear interest at the prime rate plus 1%.

1. DESCRIPTION OF PLAN (CONTINUED)

PLAN TERMINATION

The Employer intends to continue the Plan indefinitely, but reserves the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of termination, participants will become fully vested in their Employer contributions.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements and supplemental schedule of the Plan are prepared on the modified cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. Under this basis, investment assets are reported at fair value, net realized and unrealized appreciation in fair value of investments is recognized, contributions are recognized when received rather than as earned, and benefits and expenses are recognized when paid rather than as incurred.

Investment contracts held by a defined-contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

VALUATION OF INVESTMENTS

The Plan's investments are recorded at fair value, except for fully benefit-responsive investment contracts, which are reported at contract value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 3 for further discussion of fair value measurements.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through the audit report date, the date the financial statements were available to be issued.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2025 or 2024. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

USE OF ESTIMATES

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements. Actual results may differ from management's estimates and assumptions.

3. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820 *Fair Value Measurements* (ASC Topic 820) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The financial instruments' fair value measurement level is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 - Other significant observable inputs (including quoted prices in active markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2025 and 2024.

- Registered investment companies – Fair value is based on quoted net asset values of the shares held by the Plan.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair value information for investments held at December 31, 2025 and 2024 is as follows:

December 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	**$ 97,016,825**	**$ -**	**$ -**	**$ 97,016,825**

December 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	$ 77,730,297	$ -	$ -	$ 77,730,297

4. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at fair value at December 31, 2025 and 2024, as well as the net gain (loss) from registered investment companies and interest on guaranteed investment contract for the years then ended, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Voya Institutional Trust Company, the trustee of the Plan (a qualified institution).

4. INVESTMENTS (CONTINUED)

The Plan Sponsor entered into a group annuity insurance contract with Voya Life Insurance and Annuity Company (Voya). Voya maintains the Plan's original deposits in a general fund to which it adds interest from the underlying investments. The crediting interest rate is reviewed by Voya on a monthly basis for resetting, with a guaranteed minimum crediting rate of 1.0%. The crediting rate was 3.0% during 2024 and 2025.

The contract is fully benefit responsive, and accordingly, is valued at contract value as determined by Voya. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay Plan benefits and the insurance company's administrative expenses.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Voya. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

5. PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are held in mutual funds and a guaranteed investment contract managed by Voya Life Insurance and Annuity Company, an affiliate of Voya Institutional Trust Company, the trustee of the Plan. Therefore, these transactions and account balances qualify as party-in-interest.

5. PARTY-IN-INTEREST TRANSACTIONS (CONTINUED)

Investment advisory and recordkeeping services are deducted pro-rata against individual participant accounts. Other direct expenses paid from Plan assets consist primarily of loan initiation and withdrawal fees deducted from the respective participant accounts. Any other costs of Plan administration are paid by the Plan Sponsor.

6. TAX STATUS

The Plan has received an opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the written form of the underlying pre-approved plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code"), and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Subsequent to the issuance of this opinion letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps to maintain the Plan's qualified status.

The Plan Sponsor has concluded that as of December 31, 2025, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to tax examinations for reporting years prior to 2022.

7. SIGNIFICANT ROLLOVER CONTRIBUTIONS

In March 2024, the Plan Sponsor acquired OCR Services, Inc. As a result of this, the OCR Services, Inc. 401(k) Savings Plan (OCR Plan) was terminated. During 2024, approximately $5.5 million of rollover contributions were received from the OCR Plan related to employees acquired in this transaction.

In March 2025, the Plan Sponsor acquired 3GTMS, LLC. As a result of this, the 3GTMS, LLC 401(k) Plan (3GTMS Plan) was terminated. During 2025, approximately $2.6 million of rollover contributions were received from the 3GTMS Plan related to employees acquired in this transaction.

SUPPLEMENTAL SCHEDULE

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

EIN: 68-0679777 PLAN NUMBER: 001

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS)

DECEMBER 31, 2025

	Identity of Issuer	Security Description		Current Value
	Guaranteed investment contract:			
*	Voya Life Insurance and Annuity Company	Voya Fixed Account	$	**5,540,838**
	Investments in registered investment companies:			
*	Voya Life Insurance and Annuity Company	VOYA Government Money Market Fund A		**34,571**
*	Voya Life Insurance and Annuity Company	VOYA Baron Growth Portfolio R6		**867,317**
*	Voya Life Insurance and Annuity Company	VOYA High Yield Bond Fund R6		**1,695,264**
*	Voya Life Insurance and Annuity Company	VOYA Intermediate Bond Fund R6		**1,930,548**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2030 Portfolio Z		**2,471,503**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2035 Portfolio Z		**10,320,250**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2040 Portfolio Z		**3,822,857**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2045 Portfolio Z		**7,003,502**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2050 Portfolio Z		**2,371,174**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2055 Portfolio Z		**3,042,482**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2060 Portfolio Z		**1,916,094**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2065 Portfolio Z		**182,726**
*	Voya Life Insurance and Annuity Company	VOYA Solutions Income Portfolio Z		**2,952,369**
	Alliance Bernstein Funds	AB Large Cap Growth Fund Z		**11,863,348**
	American Century Funds	American Century MidCap Value Fund R6		**693,045**
	American Funds	American New Perspective Fund R6		**3,132,464**
	Invesco Funds	Invesco Comstock Fund R6		**2,107,251**
	Janus Funds	Janus Henderson Balanced Fund N		**3,867,713**
	JP Morgan Funds	JP Morgan MidCap Value Fund R6		**1,630,239**
	T. Rowe Price Funds	T Rowe Price Overseas Stock Fund I		**1,829,771**
	Vanguard Funds	Vanguard 500 Index Fund Adm		**19,742,081**
	Vanguard Funds	Vanguard Intermediate Term Bond Index Fund Adr		**2,672,079**
	Vanguard Funds	Vanguard Mid Cap Index Fund Adm		**2,470,848**
	Vanguard Funds	Vanguard Small Cap Index Fund Adm		**1,972,716**
	Vanguard Funds	Vanguard Total International Stock Index Fund Adr		**3,726,718**
	Washington Mutual Funds	Washington Mutual Investors Fund R6		**2,697,895**
				97,016,825
*	**Notes receivable from participants**	Range of interest rates from 4.25%-9.50%		**562,516**
			$	**103,120,179**

* Indicates party-in-interest to the Plan.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (MODIFIED CASH BASIS)

DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

DECEMBER 31, 2025 AND 2024 AND YEARS THEN ENDED
WITH REPORT OF INDEPENDENT AUDITOR

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024
AND YEARS THEN ENDED

CONTENTS

REPORT OF INDEPENDENT AUDITOR 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 5
NOTES TO FINANCIAL STATEMENTS (MODIFIED CASH BASIS) 6

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS) 13

KP LYNCH, CPA PC

4329 Four Rod Road
East Aurora, New York 14052
Phone: 716.868.1744

Report of Independent Auditor

To the Plan Administrator
Descartes Systems Group Employee Retirement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

I have performed audits of the financial statements of the Descartes Systems Group Employee Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits (modified cash basis) as of December 31, 2025 and 2024, and the related statement of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), my audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency (qualified institution), provided that the statements or information regarding assets so held are prepared and certified to by the qualified institution in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2025 and 2024, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In my opinion, based on my audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section,

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting described in Note 2; and
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

I conducted my audits in accordance with auditing standards generally accepted in the United States of America (GAAS). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am required to be independent of the Plan and to meet my other ethical responsibilities, in accordance with the relevant ethical requirements relating to my audits. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my ERISA Section 103(a)(3)(C) audit opinion.

Emphasis of Matter - Basis of Accounting

I draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements were prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. My opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, and for determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances, Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for at least one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of my report, my objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, I

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- conclude whether, in my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

My audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of the modified cash basis of accounting.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

I am required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that I identified during the audit.

Other Matter- Supplemental Schedule Required by ERISA

The supplemental schedule of assets held (modified cash basis) as of December 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule (modified cash basis), other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule (modified cash basis) that agreed to or is derived from the certified investment information, I compared such information to the related certified investment information.

In forming my opinion on the supplemental schedule (modified cash basis), I evaluated whether the supplemental schedule (modified cash basis), other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In my opinion,

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KP Lynch CPA PC

October 14, 2026

East Aurora, New York

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

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DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

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DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024

1. DESCRIPTION OF PLAN

The Descartes Systems Group Employee Retirement Plan (the Plan) was established December 1, 1986 and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a defined contribution plan covering substantially all non-union employees of Descartes Systems (USA) LLC (the Plan Sponsor or Employer).

The following description of the Plan only provides general information. Participants should refer to the Plan Agreement or the Summary Plan Description for a more complete description of the Plan's provisions.

PLAN TRANSFERS

During February 2023, the Plan Sponsor acquired Windigo Logistics, Inc. dba GroundCloud (Windigo). Windigo employees continued participating in the Windigo Logistics 401(k) Plan (Windigo Plan) through December 31, 2023. In January 2024, the Windigo Plan was merged into the Plan, and former employees of Windigo began participating in the Plan. Assets of approximately $2.9 million were transferred into the Plan during 2024.

During September 2024, the Plan Sponsor acquired Assure Assist, Inc. (Assure Assist). Assure Assist employees continued participating in a multiple employer plan sponsored by Amplify HR Management (Amplify Plan) through December 31, 2024. Effective January 1, 2025, former employees of Assure Assist began participating in the Plan. In January 2025, Assure Assist participants were spun-off from the Amplify Plan and merged into the Plan. Assets of approximately $0.6 million were transferred into the Plan as a result of this transaction.

PARTICIPATION

Substantially all non-union employees of the Employer who have attained age 21 and completed three months of service are eligible for participation in the Plan. Employees may enter the Plan on the first day of the month after completing the age and service requirements.

CONTRIBUTIONS

Participants may elect to contribute a specified percentage of their compensation, not to exceed 75% or Internal Revenue Code limitations. Participants may also make after-tax Roth elective contributions.

1. DESCRIPTION OF PLAN (CONTINUED)

The Employer may make discretionary annual matching contributions. For 2024 and 2025, the Employer made matching contributions equal to 50% of an employee's elective deferral contribution, disregarding any elective deferral contribution in excess of 6% of the participant's compensation, and subject to a $4,000 annual limit. Participants are not required to be employed on the last day of the Plan year to receive an allocation of matching contributions.

VESTING / FORFEITURES

Participant elective deferral contributions are 100 percent vested upon contribution. The participant's vesting percentage in Employer contributions is shown in the following schedule:

Vesting Service (credited years)	Vesting Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Certain balances transferred from prior plans may be subject to different vesting provisions.

Participants who leave the Employer with less than the required years of service forfeit the nonvested portion of Employer contributions. Forfeited balances are available to reduce expenses associated with the Plan's administration or offset future Employer contributions. Approximately $38,000 of forfeited balances were used to reduce Employer contributions during 2025 (none used during 2024). At December 31, 2025, approximately $30,000 of forfeited balances are available.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may obtain loans up to the lesser of $50,000 (reduced by the highest outstanding loan balance the previous year less any current outstanding loan balance), or 50% of the participants' non-forfeitable accrued benefit. Loans are subject to a minimum of $1,000, and bear interest at the prime rate plus 1%.

1. DESCRIPTION OF PLAN (CONTINUED)

PLAN TERMINATION

The Employer intends to continue the Plan indefinitely, but reserves the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of termination, participants will become fully vested in their Employer contributions.

2. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The financial statements and supplemental schedule of the Plan are prepared on the modified cash basis, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. Under this basis, investment assets are reported at fair value, net realized and unrealized appreciation in fair value of investments is recognized, contributions are recognized when received rather than as earned, and benefits and expenses are recognized when paid rather than as incurred.

Investment contracts held by a defined-contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

VALUATION OF INVESTMENTS

The Plan's investments are recorded at fair value, except for fully benefit-responsive investment contracts, which are reported at contract value. Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. See Note 3 for further discussion of fair value measurements.

SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through the audit report date, the date the financial statements were available to be issued.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2025 or 2024. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

USE OF ESTIMATES

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements. Actual results may differ from management's estimates and assumptions.

3. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820 *Fair Value Measurements* (ASC Topic 820) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The financial instruments' fair value measurement level is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 - Other significant observable inputs (including quoted prices in active markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2025 and 2024.

- Registered investment companies – Fair value is based on quoted net asset values of the shares held by the Plan.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair value information for investments held at December 31, 2025 and 2024 is as follows:

December 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	**$ 97,016,825**	**$ -**	**$ -**	**$ 97,016,825**

December 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	$ 77,730,297	$ -	$ -	$ 77,730,297

4. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at fair value at December 31, 2025 and 2024, as well as the net gain (loss) from registered investment companies and interest on guaranteed investment contract for the years then ended, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Voya Institutional Trust Company, the trustee of the Plan (a qualified institution).

4. INVESTMENTS (CONTINUED)

The Plan Sponsor entered into a group annuity insurance contract with Voya Life Insurance and Annuity Company (Voya). Voya maintains the Plan's original deposits in a general fund to which it adds interest from the underlying investments. The crediting interest rate is reviewed by Voya on a monthly basis for resetting, with a guaranteed minimum crediting rate of 1.0%. The crediting rate was 3.0% during 2024 and 2025.

The contract is fully benefit responsive, and accordingly, is valued at contract value as determined by Voya. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay Plan benefits and the insurance company's administrative expenses.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Voya. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

5. PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are held in mutual funds and a guaranteed investment contract managed by Voya Life Insurance and Annuity Company, an affiliate of Voya Institutional Trust Company, the trustee of the Plan. Therefore, these transactions and account balances qualify as party-in-interest.

5. PARTY-IN-INTEREST TRANSACTIONS (CONTINUED)

Investment advisory and recordkeeping services are deducted pro-rata against individual participant accounts. Other direct expenses paid from Plan assets consist primarily of loan initiation and withdrawal fees deducted from the respective participant accounts. Any other costs of Plan administration are paid by the Plan Sponsor.

6. TAX STATUS

The Plan has received an opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the written form of the underlying pre-approved plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code"), and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Subsequent to the issuance of this opinion letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps to maintain the Plan's qualified status.

The Plan Sponsor has concluded that as of December 31, 2025, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to tax examinations for reporting years prior to 2022.

7. SIGNIFICANT ROLLOVER CONTRIBUTIONS

In March 2024, the Plan Sponsor acquired OCR Services, Inc. As a result of this, the OCR Services, Inc. 401(k) Savings Plan (OCR Plan) was terminated. During 2024, approximately $5.5 million of rollover contributions were received from the OCR Plan related to employees acquired in this transaction.

In March 2025, the Plan Sponsor acquired 3GTMS, LLC. As a result of this, the 3GTMS, LLC 401(k) Plan (3GTMS Plan) was terminated. During 2025, approximately $2.6 million of rollover contributions were received from the 3GTMS Plan related to employees acquired in this transaction.

SUPPLEMENTAL SCHEDULE

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

EIN: 68-0679777 PLAN NUMBER: 001

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS)

DECEMBER 31, 2025

	Identity of Issuer	Security Description		Current Value
	Guaranteed investment contract:			
*	Voya Life Insurance and Annuity Company	Voya Fixed Account	$	**5,540,838**
	Investments in registered investment companies:			
*	Voya Life Insurance and Annuity Company	VOYA Government Money Market Fund A		**34,571**
*	Voya Life Insurance and Annuity Company	VOYA Baron Growth Portfolio R6		**867,317**
*	Voya Life Insurance and Annuity Company	VOYA High Yield Bond Fund R6		**1,695,264**
*	Voya Life Insurance and Annuity Company	VOYA Intermediate Bond Fund R6		**1,930,548**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2030 Portfolio Z		**2,471,503**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2035 Portfolio Z		**10,320,250**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2040 Portfolio Z		**3,822,857**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2045 Portfolio Z		**7,003,502**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2050 Portfolio Z		**2,371,174**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2055 Portfolio Z		**3,042,482**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2060 Portfolio Z		**1,916,094**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2065 Portfolio Z		**182,726**
*	Voya Life Insurance and Annuity Company	VOYA Solutions Income Portfolio Z		**2,952,369**
	Alliance Bernstein Funds	AB Large Cap Growth Fund Z		**11,863,348**
	American Century Funds	American Century MidCap Value Fund R6		**693,045**
	American Funds	American New Perspective Fund R6		**3,132,464**
	Invesco Funds	Invesco Comstock Fund R6		**2,107,251**
	Janus Funds	Janus Henderson Balanced Fund N		**3,867,713**
	JP Morgan Funds	JP Morgan MidCap Value Fund R6		**1,630,239**
	T. Rowe Price Funds	T Rowe Price Overseas Stock Fund I		**1,829,771**
	Vanguard Funds	Vanguard 500 Index Fund Adm		**19,742,081**
	Vanguard Funds	Vanguard Intermediate Term Bond Index Fund Adr		**2,672,079**
	Vanguard Funds	Vanguard Mid Cap Index Fund Adm		**2,470,848**
	Vanguard Funds	Vanguard Small Cap Index Fund Adm		**1,972,716**
	Vanguard Funds	Vanguard Total International Stock Index Fund Adr		**3,726,718**
	Washington Mutual Funds	Washington Mutual Investors Fund R6		**2,697,895**
				97,016,825
*	**Notes receivable from participants**	Range of interest rates from 4.25%-9.50%		**562,516**
			$	**103,120,179**

* Indicates party-in-interest to the Plan.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE (MODIFIED CASH BASIS)

DESCARTES SYSTEMS GROUP EMPLOYEE RETIREMENT PLAN

DECEMBER 31, 2025 AND 2024 AND YEARS THEN ENDED
WITH REPORT OF INDEPENDENT AUDITOR

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024
AND YEARS THEN ENDED

CONTENTS

REPORT OF INDEPENDENT AUDITOR 1

FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 4
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS) 5
NOTES TO FINANCIAL STATEMENTS (MODIFIED CASH BASIS) 6

SUPPLEMENTAL SCHEDULE

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS) 13

KP LYNCH, CPA PC

4329 Four Rod Road
East Aurora, New York 14052
Phone: 716.868.1744

Report of Independent Auditor

To the Plan Administrator
Descartes Systems Group Employee Retirement Plan

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

I have performed audits of the financial statements of the Descartes Systems Group Employee Retirement Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits (modified cash basis) as of December 31, 2025 and 2024, and the related statement of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), my audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency (qualified institution), provided that the statements or information regarding assets so held are prepared and certified to by the qualified institution in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2025 and 2024, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In my opinion, based on my audits and on the procedures performed as described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section,

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting described in Note 2; and
- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

I conducted my audits in accordance with auditing standards generally accepted in the United States of America (GAAS). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am required to be independent of the Plan and to meet my other ethical responsibilities, in accordance with the relevant ethical requirements relating to my audits. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my ERISA Section 103(a)(3)(C) audit opinion.

Emphasis of Matter - Basis of Accounting

I draw attention to Note 2 of the financial statements, which describes the basis of accounting. The financial statements were prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. My opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting described in Note 2, and for determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances, Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for at least one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit* section of my report, my objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, I

- exercise professional judgment and maintain professional skepticism throughout the audit.
- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- conclude whether, in my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

My audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of the modified cash basis of accounting.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

I am required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that I identified during the audit.

Other Matter- Supplemental Schedule Required by ERISA

The supplemental schedule of assets held (modified cash basis) as of December 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule (modified cash basis), other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule (modified cash basis) that agreed to or is derived from the certified investment information, I compared such information to the related certified investment information.

In forming my opinion on the supplemental schedule (modified cash basis), I evaluated whether the supplemental schedule (modified cash basis), other than the information agreed to or derived from the certified investment information, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In my opinion,

- the form and content of the supplemental schedule (modified cash basis), other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule (modified cash basis) related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

KP Lynch CPA PC

October 14, 2026

East Aurora, New York

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)

	December 31	
	2025	**2024**
Investments:		
Guaranteed investment contract, at contract value	**$ 5,540,838**	$ 4,971,701
Investments in registered investment companies, at fair value	**97,016,825**	77,730,297
Total investments	**102,557,663**	82,701,998
Receivable:		
Notes receivable from participants	**562,516**	559,258
Net assets available for benefits	**$ 103,120,179**	$ 83,261,256

See accompanying notes.

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
(MODIFIED CASH BASIS)

	Years ended December 31	
	2025	**2024**
Additions:		
Contributions:		
Employee contributions	**$ 5,843,712**	$ 5,414,571
Employer matching contributions	**1,296,857**	776,108
Rollover contributions (see note 7)	**3,450,723**	5,562,502
	10,591,292	11,753,181
Investment income (loss):		
Interest income from guaranteed investment contract	**162,287**	142,395
Net gain (loss) from registered investment companies	**13,254,031**	10,192,453
Other income (loss)	**2,502**	-
	13,418,820	10,334,848
Interest on notes receivable from participants	**45,833**	41,553
Total additions	**24,055,945**	22,129,582
Deductions:		
Benefits paid to participants	**4,611,631**	4,165,715
Administrative expenses	**174,516**	168,316
Total deductions	**4,786,147**	4,334,031
Transfer (see Note 1):		
Transfer from Amplify HR Management Retirement Savings Plan	**589,125**	-
Transfer from Windigo Logistics 401(k) Plan	**-**	2,895,086
Total transfers	**589,125**	2,895,086
Net increase (decrease)	**19,858,923**	20,690,637
Net assets available for benefits, beginning of year	**83,261,256**	62,570,619
Net assets available for benefits, end of year	**$ 103,120,179**	$ 83,261,256

See accompanying notes.

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS
(MODIFIED CASH BASIS)

DECEMBER 31, 2025 AND 2024

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1. DESCRIPTION OF PLAN (CONTINUED)

PLAN TERMINATION

The Employer intends to continue the Plan indefinitely, but reserves the right to terminate the Plan at any time subject to the provisions of ERISA. In the event of termination, participants will become fully vested in their Employer contributions.

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SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through the audit report date, the date the financial statements were available to be issued.

2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of December 31, 2025 or 2024. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

USE OF ESTIMATES

The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates and assumptions that affect the amounts and disclosures reported in the financial statements. Actual results may differ from management's estimates and assumptions.

3. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 820 *Fair Value Measurements* (ASC Topic 820) establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The financial instruments' fair value measurement level is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 - Other significant observable inputs (including quoted prices in active markets for similar financial instruments), or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

3. FAIR VALUE MEASUREMENTS (CONTINUED)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2025 and 2024.

- Registered investment companies – Fair value is based on quoted net asset values of the shares held by the Plan.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Fair value information for investments held at December 31, 2025 and 2024 is as follows:

December 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	**$ 97,016,825**	**$ -**	**$ -**	**$ 97,016,825**

December 31, 2024	**Level 1**	**Level 2**	**Level 3**	**Total**
Investments in fair value hierarchy:				
Registered investment companies	$ 77,730,297	$ -	$ -	$ 77,730,297

4. INVESTMENTS

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held at fair value at December 31, 2025 and 2024, as well as the net gain (loss) from registered investment companies and interest on guaranteed investment contract for the years then ended, were obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Voya Institutional Trust Company, the trustee of the Plan (a qualified institution).

4. INVESTMENTS (CONTINUED)

The Plan Sponsor entered into a group annuity insurance contract with Voya Life Insurance and Annuity Company (Voya). Voya maintains the Plan's original deposits in a general fund to which it adds interest from the underlying investments. The crediting interest rate is reviewed by Voya on a monthly basis for resetting, with a guaranteed minimum crediting rate of 1.0%. The crediting rate was 3.0% during 2024 and 2025.

The contract is fully benefit responsive, and accordingly, is valued at contract value as determined by Voya. Contract value represents contributions made under the contract, plus interest at the contract rate, less funds used to pay Plan benefits and the insurance company's administrative expenses.

Certain events, such as the premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Voya. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

5. PARTY-IN-INTEREST TRANSACTIONS

Certain of the Plan's investments are held in mutual funds and a guaranteed investment contract managed by Voya Life Insurance and Annuity Company, an affiliate of Voya Institutional Trust Company, the trustee of the Plan. Therefore, these transactions and account balances qualify as party-in-interest.

5. PARTY-IN-INTEREST TRANSACTIONS (CONTINUED)

Investment advisory and recordkeeping services are deducted pro-rata against individual participant accounts. Other direct expenses paid from Plan assets consist primarily of loan initiation and withdrawal fees deducted from the respective participant accounts. Any other costs of Plan administration are paid by the Plan Sponsor.

6. TAX STATUS

The Plan has received an opinion letter from the Internal Revenue Service dated June 30, 2020, stating that the written form of the underlying pre-approved plan document is qualified under Section 401(a) of the Internal Revenue Code (the "Code"), and that any employer adopting this form of the Plan will be considered to have a plan qualified under Section 401(a) of the Code. Therefore, the related trust is exempt from taxation. Subsequent to the issuance of this opinion letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor has indicated that it will take the necessary steps to maintain the Plan's qualified status.

The Plan Sponsor has concluded that as of December 31, 2025, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to tax examinations for reporting years prior to 2022.

7. SIGNIFICANT ROLLOVER CONTRIBUTIONS

In March 2024, the Plan Sponsor acquired OCR Services, Inc. As a result of this, the OCR Services, Inc. 401(k) Savings Plan (OCR Plan) was terminated. During 2024, approximately $5.5 million of rollover contributions were received from the OCR Plan related to employees acquired in this transaction.

In March 2025, the Plan Sponsor acquired 3GTMS, LLC. As a result of this, the 3GTMS, LLC 401(k) Plan (3GTMS Plan) was terminated. During 2025, approximately $2.6 million of rollover contributions were received from the 3GTMS Plan related to employees acquired in this transaction.

SUPPLEMENTAL SCHEDULE

DESCARTES SYSTEMS GROUP
EMPLOYEE RETIREMENT PLAN

EIN: 68-0679777 PLAN NUMBER: 001

SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
(MODIFIED CASH BASIS)

DECEMBER 31, 2025

	Identity of Issuer	Security Description		Current Value
	Guaranteed investment contract:			
*	Voya Life Insurance and Annuity Company	Voya Fixed Account	$	**5,540,838**
	Investments in registered investment companies:			
*	Voya Life Insurance and Annuity Company	VOYA Government Money Market Fund A		**34,571**
*	Voya Life Insurance and Annuity Company	VOYA Baron Growth Portfolio R6		**867,317**
*	Voya Life Insurance and Annuity Company	VOYA High Yield Bond Fund R6		**1,695,264**
*	Voya Life Insurance and Annuity Company	VOYA Intermediate Bond Fund R6		**1,930,548**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2030 Portfolio Z		**2,471,503**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2035 Portfolio Z		**10,320,250**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2040 Portfolio Z		**3,822,857**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2045 Portfolio Z		**7,003,502**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2050 Portfolio Z		**2,371,174**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2055 Portfolio Z		**3,042,482**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2060 Portfolio Z		**1,916,094**
*	Voya Life Insurance and Annuity Company	VOYA Index Solutions 2065 Portfolio Z		**182,726**
*	Voya Life Insurance and Annuity Company	VOYA Solutions Income Portfolio Z		**2,952,369**
	Alliance Bernstein Funds	AB Large Cap Growth Fund Z		**11,863,348**
	American Century Funds	American Century MidCap Value Fund R6		**693,045**
	American Funds	American New Perspective Fund R6		**3,132,464**
	Invesco Funds	Invesco Comstock Fund R6		**2,107,251**
	Janus Funds	Janus Henderson Balanced Fund N		**3,867,713**
	JP Morgan Funds	JP Morgan MidCap Value Fund R6		**1,630,239**
	T. Rowe Price Funds	T Rowe Price Overseas Stock Fund I		**1,829,771**
	Vanguard Funds	Vanguard 500 Index Fund Adm		**19,742,081**
	Vanguard Funds	Vanguard Intermediate Term Bond Index Fund Adr		**2,672,079**
	Vanguard Funds	Vanguard Mid Cap Index Fund Adm		**2,470,848**
	Vanguard Funds	Vanguard Small Cap Index Fund Adm		**1,972,716**
	Vanguard Funds	Vanguard Total International Stock Index Fund Adr		**3,726,718**
	Washington Mutual Funds	Washington Mutual Investors Fund R6		**2,697,895**
				97,016,825
*	**Notes receivable from participants**	Range of interest rates from 4.25%-9.50%		**562,516**
			$	**103,120,179**

* Indicates party-in-interest to the Plan.