



Chief Executive Officer Position Description

Coveo Solutions Inc.

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The Chief Executive Officer (the **CEO**) of Coveo Solutions Inc. (the **Company**) has the duties and responsibilities described below. The CEO is responsible for the day-to-day management of the business and affairs of the Company, within the authority delegated by the board of directors (the **Board**) and in compliance with applicable laws and regulations.

1. Appointment and Qualification

The CEO is appointed, serves and is removed by the Board. The appointment of the CEO may be evidenced by an employment agreement to be entered into between the Company and the CEO and approved by the Board.

2. Primary Duties and Responsibilities

The primary duties of the CEO are as set forth below. The Executive Board Chair, if any, may assist the CEO in certain of these duties, as determined by the Board from time to time.

2.1 Corporate Leadership

- a) Provides the Company with executive and operational management.
- b) Presents the Company's short and long term strategic and business plans to the Board for its approval.
- c) Updates the Board regarding the Company's progress in carrying out the approved strategic and business plans.
- d) Implements capital and operating plans to support the strategic and business plans.
- e) Updates the Board regarding operational and financial matters relevant to the Company.
- f) Advises the Board regarding the Company's view of prevailing economic conditions, industry trends, competitive landscape, opportunities, product and service offerings and risk management.
- g) Identifies the risks to the Company's strategic and business plans and suggest systems to manage such risks.
- h) Ensures appropriate risk diversification, and is responsible for the Company's overall risk profile.

2.2 Financial Leadership

Together with the Chief Financial Officer (the **CFO**):

- a) Proposes capital commitment and expenditure budgets for approval by the Board;
- b) Develops operating forecasts for revenues, expenditures, operational results and financial performance;

- c) Authorizes the commitment of funds and corporate resources to fulfilling contracts, transactions and arrangements in the ordinary course of business and as approved by the Board;
- d) Ensures the accuracy, completeness, integrity and appropriate disclosure of the Company's financial statements, other financial information and core disclosure documents through appropriate policies and procedures;
- e) Periodically, but not less than quarterly, evaluates disclosure controls and procedures; and
- f) Takes reasonable steps to ensure that the Company's assets are safeguarded and optimized in the best interests of the Company.

2.3 Administrative Leadership

Together with the CFO:

- a) Develops and maintains an effective organizational structure;
- b) Establishes clear responsibilities for individuals within the organizational structure; and
- c) Develops and recommends to the Board a succession plan for executive officers including the appointment, training and monitoring of executive officers.

2.4 Governance leadership

- a) Sets an operational philosophy that is performance driven, maintains a high level of employee morale and motivation, is sensitive to and driven by customer needs, and meets the highest ethical standards. Together with the CFO:
 - i. Ensures that the Company and the executive officers are practicing responsible, ethical and effective decision making;
 - ii. Ensures that the Company and the executive officers are promoting a corporate culture of honesty and accountability that will maintain the Company's reputation for ethics, integrity and respect;
 - iii. Establishes effective control mechanisms for the Company's operations to ensure the integrity of the Company's internal control and management information systems; and
 - iv. Ensures that all operations and activities of the Company are conducted in compliance with applicable laws, regulations, rules and listing standards, the Company's articles and by-laws, the Code of Business Conduct and Ethics, Company policies and other sound business practices, including the appropriate and timely disclosure of material information, in consultation with the Board or applicable committee thereof, established pursuant to the Company's Disclosure Policy.

2.5 Public Leadership

Acts as the principal spokesperson for the Company and oversees the interactions between the Company, the public, investors, regulators, analysts, the media and other stakeholders.

2.6 Interactions with the Board

- a) Collaborates with the chair of the Board in setting priorities and Board agendas, ensuring that the Board is kept informed of the overall business operations and major issues, that the focus of Board meetings is on the right issues, that information is available in a timely and effective manner and that the best advice and counsel are drawn from Board members during meetings and as required throughout the year.
- b) Provides the Board, at Board and committee meetings, with exposure to senior and high potential management.
- c) Seeks Board approval for expenditures or other actions or transactions falling outside of authorizations established by the Board from time to time.
- d) Obtains Board approval prior to acceptance of significant outside Board appointments and public service commitments.

2.7 Management

With the assistance of the Board:

- a) Delineates management's responsibilities; and
- b) Annually determines the goals and objectives to be made by management in the performance of their duties.

2.8 Certifications

Together with the CFO, provides the Company with quarterly and annual certifications, in the form required by applicable laws, regulations and listing standards, in connection with the filing of the Company's annual and interim financial statements and management's discussion and analysis in connection therewith.

2.9 Other Responsibilities

Performs such other duties and responsibilities as may be delegated by the Board from time to time.