

GLOBALSCAPE, INC.

CHARTER OF THE COMPENSATION COMMITTEE

1. Members. The Board of Directors of GlobalSCAPE, Inc., a Delaware corporation (the “Company”), has appointed a Compensation Committee of at least two members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the definition of “independence” set forth in the rules of the applicable exchange on which the Company’s common stock is listed or quoted. Additionally, members of the Compensation Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.
2. Purposes, Duties, and Responsibilities. The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and directors. The duties and responsibilities of the Compensation Committee are to:
 - (a) Oversee the Company’s overall compensation structure, policies and programs, and assess whether the Company’s compensation structure establishes appropriate incentives for management and employees.
 - (b) Administer and make recommendations to the Board with respect to the Company’s incentive-compensation and equity-based compensation plans.
 - (c) Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO’s performance in light of those goals and objectives, and set the CEO’s compensation level based on this evaluation.
 - (d) Set the compensation of other executive officers based upon the recommendation of the CEO.
 - (e) Approve stock option and other stock incentive awards for senior officers and all employees.
 - (f) Review and approve the design of other benefit plans pertaining to senior officers.
 - (g) Review and recommend employment agreements and severance arrangements for senior officers, including change-in-control provisions, plans or agreements.
 - (h) Approve, amend or modify the terms of any compensation or benefit plan that does not require stockholder approval.
 - (i) Monitor compliance by executive officers and directors with the Company’s stock ownership guidelines, if any.

- (j) Review periodically succession plans relating to positions held by senior officers, and make recommendations to the Board regarding the selection of individuals to fill these positions.
 - (k) Annually evaluate the performance of the Compensation Committee and the adequacy of this charter.
 - (l) Perform such other duties and responsibilities as are consistent with the purpose of the Compensation Committee and as the Board or the Compensation Committee deems appropriate.
3. Subcommittees. The Compensation Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Compensation Committee consisting of not less than two members of the committee.
 4. Outside Advisors. The Compensation Committee will have the sole authority to retain, at the expense of the Company, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.
 5. CD&A and Annual Report on Executive Compensation. The Compensation Committee shall assist in the preparation of the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's Form 10-K filed with the Securities and Exchange Commission, and prepare a Compensation Committee Report that will be included in the Company's Form 10-K and proxy statement that states, among other items, whether the Compensation Committee has reviewed and discussed the CD&A with management and recommended that the CD&A be included in the Company's Form 10-K.
 6. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee shall constitute a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.