

## **GLOBALSCAPE, INC.**

### **CHARTER OF THE GOVERNANCE & NOMINATING COMMITTEE**

This Charter Of The Governance & Nominating Committee was adopted by the Governance & Nominating Committee (the “Committee”) of GlobalSCAPE, Inc., a Delaware corporation (the “Company”), on April 15, 2018.

#### **I. MEMBERS**

All Committee members must be independent directors as determined in accordance with the rules of the applicable exchange on which the Company's common stock is listed or quoted and any other legal requirements, including requirements under federal securities laws. The Committee shall consist of no fewer than three (3) members of the Board of Directors of the Company. Members of the Committee shall be appointed and may be removed by the Board.

#### **II. Purposes, Duties and Responsibilities**

The Committee helps ensure that the Board's governance system performs well, with specific responsibility for making recommendations to the Board on nomination of directors, board organization and procedures and performance evaluation of the Board and individual directors.

##### **A. Duties**

1. Review with the Board on an at least annual basis the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company.
2. Manage the process whereby the full Board and each committee annually assesses its performance, and then report the results of these evaluations to the Board along with any recommendations for improvements.
3. Manage the process whereby the current Board members are evaluated individually by the Board at the time they are considered for re-nomination, and provide advice to individual Board members based on these evaluations.
4. Determine whether candidates for the Board of Directors
  - possess the ability to apply good business judgment;
  - are in a position to properly exercise his duties of loyalty and care;
  - exhibit proven leadership capabilities;
  - are of high integrity;

- have demonstrated a high level of responsibility within their chosen fields;
  - have the ability to quickly understand complex principles of, but not limited to, business and finance;
  - have any previous experience and contributions to the Globalscape Board of Directors.
5. Determine the needs of the Board of Directors. Directors will come and go; both business and technology will change. Each Board member must bring a certain set of skills to the table. In making this determination the Committee will examine
    - the skills and characteristics required/desired of the Board;
    - the current makeup of the Board; and
    - the needs of the Board for certain skill sets.
  6. Determine how well the candidate contributes to the needs of the Board of Directors; those candidates that contribute to the greatest need(s) will be given a higher priority.
  7. Determine which of the existing Board members should be recommended for re-nomination; in making this decision, the Committee will determine
    - whether the Board member wishes to be re-nominated;
    - how well the candidate fulfills the needs of the Board;
    - examine previous Board of Director evaluations; and
    - consider previous contributions to the Board.
  8. Disqualify candidates with potential conflicts of interest or who do not meet the criteria above.
  9. Consider qualified candidates that are recommended by all members of the Board.
  10. Consider qualified candidates that are recommended by stockholders.
  11. Adopt a Globalscape Stockholder Nomination Policy which states that the Committee will consider candidates nominated by stockholders. This policy must, at a minimum, also consider:
    - the timing of submission of recommendations;
    - the manner of submission of recommendations;
    - information required to be provided concerning the recommending stockholder;
    - information required to be provided concerning the proposed nominee;

- the consent of the proposed nominee to be contacted and interviewed by the Committee (should he or she make it that far through the evaluation process);
  - the consent of the proposed nominee to serve if nominated and elected; and
  - any other elements that the Committee deems appropriate.
12. Recommend to the Board the names of individuals to fill any vacancies on the Board that arise between annual meetings of stockholders.
  13. Investigate any potential conflict of interest involving a director as assigned to the Committee by the Board.
  14. Solicit nominations for new directors and screen the list of potential new directors. The Committee shall decide whether the assistance of a search firm is needed, and, if so, chose the firm. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
  15. Decide whether the assistance of a private investigative firm is needed for background checks, and, if so, chose the firm. The Committee shall have the sole authority to retain and terminate any investigative firm to be used to carefully consider candidates, including sole authority to approve the investigative firm's fees and other retention terms.
  16. Determine which candidates are to be interviewed; this will be done after a review of Board candidates and after considering the advice of the Chairman of the Board and the Chief Executive Officer. Candidates at a minimum are interviewed by the Chief Executive Officer and the entire Board.
  17. Disqualify any candidate from consideration upon request by the majority of the Board of Directors.
  18. The Board of Directors shall determine which candidate(s) to invite.
  19. Reconfirm that the candidate is still interested; initiate all of the paperwork process required of board members. i.e. SEC forms, etc.
  20. Design an orientation program for new directors and consult with them on their progress.
  21. Establish and review the Corporate Governance Guidelines and Committee Charters at least annually; recommend to the Board any needed changes.
  22. Keep abreast of the developments in the corporate governance field that might affect the Company.

23. Recommend to the Board the compensation to be paid to directors, including the Chairman of the Board.
  - a. Work with the Chairman of the Compensation Committee on issues of management objectives, CEO evaluation, and management development and succession
  - b. Work with the CEO to establish an annual schedule of agenda items and present this proposed schedule to the Board for approval at its first meeting of the year. Where necessary and appropriate, the Chairman of the Committee will meet the CEO during the year to discuss a specific agenda for each Board meeting.
24. Conduct and present to the Board an annual evaluation of the Committee's performance as compared to the requirements of its Charter.
25. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
26. The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

The Committee may invite to its meetings any director, management of the company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.