

GLOBALSCAPE, INC.

CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES

These Corporate Governance Guidelines and Principles were originally adopted by the Board of Directors (the “Board”) of GlobalSCAPE, Inc., a Delaware corporation (the “Company”), on November 28, 2006 and amended and restated on April 15, 2018.

I. DIRECTOR RESPONSIBILITIES

The role of the Board is to direct the affairs of the Company, in the interests of the stockholders, including their interest in optimizing financial returns and the value of the Company over the long term.

A. Board Role

The Board fulfills its role (directly or by delegating certain responsibilities to its committees) by:

1. providing advice and counsel to the Chief Executive Officer and principal senior executives;
2. selecting, regularly evaluating, fixing the compensation of, and, where appropriate, replacing the Chief Executive Officer;
3. overseeing the conduct of the Company’s business and strategic plans;
4. evaluating whether the business is being properly managed;
5. reviewing and approving the Company’s financial objectives and major corporate plans and actions;
6. reviewing and approving major changes in the appropriate auditing and accounting principles and practices;
7. providing oversight of internal and external audit processes and financial reporting;
8. providing oversight of risk assessment and protection processes and processes designed to promote legal compliance;
9. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

B. Care, Candor and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively as the Board to pay careful attention and to be properly informed. This requires regular attendance at board meetings and preparation for board meetings, including the advance review of circulated materials. The directors also recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the stockholders. Directors have a personal obligation to disclose a potential conflict of interest to the Chairman of the Board prior to any Board decision related to the matter and, if the Chairman in consultation with legal counsel determines a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any vote related to the matter.

II. **EXECUTIVE SESSIONS & PRESIDING DIRECTOR**

At any given meeting of the Board of Directors, the independent directors may choose to meet in executive session without members of management present.

The executive sessions have such agendas and procedures as determined by the independent directors. The authority in such sessions to act on behalf of the Company or the Board on any matters requires an express delegation of authority by the Board.

The Board, upon recommendation from the independent directors, has selected David Mann to serve as Lead Director and preside at the executive sessions.

III. **CONFIDENTIALITY**

The proceedings and deliberations of the Board and its committees are confidential. Likewise, records of meetings of the Board and its committees and information furnished to directors prior to, at or after meetings are all confidential.

Directors must treat all confidential information of the Company with care and not disclose any of that information to any other person without the prior consent of the Board. Directors may, of course, discuss on a confidential basis matters pertaining to the Company with their or the Company's advisors, executive officers, employees or affiliates if they determine in good faith that so doing is appropriate and consistent with their service as directors of the Company. Any unauthorized use or communication of confidential information of the Company by a director will be considered a breach of the director's fiduciary duties to the Company.

IV. **FORMAL EVALUATION OF THE CHIEF EXECUTIVE OFFICER**

The Board has delegated to the Compensation Committee the task of evaluating the Chief Executive Officer annually and reporting its recommendations to the Board. The Compensation Committee and the Chairman of the Board (if the

Chairman is an independent director) shall communicate the Board's conclusions to the Chief Executive Officer.

The evaluation is based on objective criteria including performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The evaluation is used by the Compensation Committee in determining the Chief Executive Officer's compensation.

V. **MANAGEMENT DEVELOPMENT AND SUCCESSION**

The Chief Executive Officer reports at least annually to the Board on the Company's program for management development and on succession planning, which the Board views as closely related issues.

The succession plan should include an assessment of the experience, skills and planned career paths for possible successors to the CEO. In its consideration of these issues, it is the policy of the Board to consider issues related to CEO and senior executive selection and performance.

In addition, there is available on a continuing basis, and the Board and CEO periodically discuss, the Chief Executive Officer's recommendation as to a successor in the event of the sudden resignation, retirement or disability of the Chief Executive Officer.

VI. **DIRECTOR QUALIFICATION STANDARDS**

A. Selection of Board Nominees

The Board is responsible for recommending director nominees to stockholders for election. The Board has delegated the screening process to the Nominating and Governance Committee.

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current make up of the Board. This assessment includes issues of judgment, diversity, age, and skills (such as understanding of relevant technologies, industry background, etc.), in the context of an assessment of the perceived needs of the Board at that point in time.

B. Board Independence

The Board has a majority of directors who are not officers or employees of the Company or its subsidiaries and who, in each case, the Board has affirmatively determined does not have a relationship (either directly or as a partner, controlling shareholder or executive officer of an organization that has a material relationship with the Company) that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

C. Commitment and Limits on Other Activities

Directors are expected to limit the number of other boards (excluding non-profits) on which they serve to between one (1) and three (3), with the lower limit applying to directors who are engaged full-time in another business. Directors are asked to advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board.

D. Term and Age Limits

As an alternative to term limits, the Nominating and Governance Committee formally reviews each director's continuation on the Board at the expiration of the director's term. The Board also has set an age limit of 75 for directors.

VII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Board has delegated to the Nominating and Corporate Governance Committee the task of designing, with Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management and visits to Company facilities. The Committee also explores, makes available, and designs and provides continuing education opportunities for directors, from time to time.

VIII. DIRECTOR COMPENSATION AND STOCK OWNERSHIP

The Nominating and Governance Committee recommends to the Board for approval general principles for determining the form and amount of director compensation and subject to such principles, evaluates annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

IX. BOARD AGENDA, MATERIALS, INFORMATION AND PRESENTATIONS

The independent directors shall nominate and elect a Chairman of the Board during the first Board meeting of each year immediately following the annual meeting of stockholders; the Chairman of the Board shall serve for one year. If the voting of the independent directors results in a tie, then the directors who are not independent shall be included in the election. The chairman of the Governance & Nominating Committee shall preside over this election; if the chairman of the Governance & Nominating Committee is absent or unable to preside, the most senior board member (in terms of years of service on the Board of Directors) shall preside over the election.

The Chairman of the Board, with input from senior members of management and the Lead Director, establishes the agenda for each Board meeting. A schedule of

agenda subjects to be discussed for the ensuing year is issued at the beginning of each year (to the degree these can be foreseen). Each director is free to suggest the inclusion of item(s) on the agenda.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five to seven days before the Board meets, although this is not a strict standard, so as to allow for unusual circumstances. Management should ensure that material is as brief as possible while still providing the desired information.

As a general rule, Board meeting time is reserved for discussion. Presentations on specific subjects are forwarded to the directors in advance so that directors may prepare, Board meeting time may be conserved, and discussion time may be focused. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

X. DIRECTOR ACCESS TO SENIOR MANAGERS AND INDEPENDENT ADVISERS

All directors are invited to contact the Chief Executive Officer at any time to discuss any aspect of the Company's business. Any meetings or contacts that a director wishes to initiate with Company employees should be arranged through the Chief Executive Officer.

The Board welcomes regular attendance of senior managers at Board meetings. Should the Chairman and Chief Executive Officer wish to suggest that a senior manager attend on a regular basis, such suggestion is to be made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, or (b) have future potential such that management believes the Board should have greater exposure to the individual.

XI. BOARD INTERACTION WITH STOCKHOLDERS AND OTHERS/ANNUAL MEETINGS

Management, and, in particular, the Chief Executive Officer, speaks for the Company with stockholders, investors, employees, customers, suppliers, the press and others. The Chairman of the Board and, in certain circumstances, the Lead Director, speaks for the Board. Individual directors may, from time to time at the request of management and consent of the Board, meet or otherwise communicate with various constituencies.

If comments from the Board are appropriate, however, they should, in most circumstances, come from the Chairman. Directors are expected to take special

care in all communications concerning the Company, in light of confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

It is a policy of the Board that all Directors attend the Annual Meeting of Shareholders; they may be excused only in special circumstances.

XII. BOARD COMMITTEES

The Board currently has three committees: (1) Audit, (2) Compensation, and (3) Nominating and Corporate Governance. Membership on such committees is limited to independent directors. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

The Board of Directors shall determine the membership of all three committees.

XIII. ANNUAL BOARD AND COMMITTEE PERFORMANCE EVALUATIONS

The Nominating and Corporate Governance Committee shall ensure that each Committee and the Board conducts an annual self-evaluation of its performance. The Nominating and Corporate Governance Committee shall distribute suggested metrics and methodology for the evaluation process.

XIV. CORPORATE GOVERNANCE GUIDELINES

The Nominating and Governance Committee reviews these Guidelines periodically and recommends amendments to the Board as necessary.

These Guidelines are posted on the Company's website for communication to the Company's shareholders.

XV. COMMUNICATING WITH THE BOARD

Shareholders are invited to communicate to the Board or its committees by writing to: Chairman of the Board at the Company.