

GLOBALSCAPE, INC.

CHARTER OF THE GOVERNANCE & NOMINATING COMMITTEE

1. **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.

2. **Purposes, Duties and Responsibilities.**

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

Duties:

1. Review with the board on an 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 annually assesses its performance, and then report the results of this evaluation 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. Recommend to the board the existing board members to be re-nominated, after considering the appropriate skills and characteristics required on the board, the current makeup of the board, the results of the individual evaluations of the directors, and the wishes of existing board members to be re-nominated.
5. Recommend to the board the names of individuals to fill any vacancies on the board that arise between annual meetings of stockholders.
6. Investigate any potential conflict of interest involving a director as assigned to the committee by the board.
7. Solicit nominations for new directors and screen the list of potential new directors submitted to it by other directors or any other sources. 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.
8. After a review of board candidates and after considering the advice of the chairman of the board and the CEO, designate which candidates are to be

interviewed. Candidates at a minimum are interviewed by the chairman of the governance and nominating committee, the chairman of the board, and the CEO, but may be interviewed by other directors.

9. After the interviews, make recommendations to the board regarding its approval of any new nominees for director. Prior to the final vote of the board on the nomination of a new director, arrange for the selected candidate to meet all existing directors not yet met.
10. Design an orientation program for new directors and consult with them on their progress.
11. Recommend committee assignments, including committee chairmanships, to the full board for approval. This is done after receiving advice from the chairman of the board and the CEO and with consideration of the desires of individual board members.
12. Establish and review the corporate governance guidelines and committee charters and recommend to the board any needed changes at least annually.
13. Keep abreast of the developments in the corporate governance field that might affect the Company.
14. 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 governance and nominating committee will meet the CEO during the year to discuss a specific agenda for each board meeting.
15. Conduct and present to the board an annual evaluation of the committee's performance as compared to the requirements of its Charter.
16. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the board for approval.