



GLOBANT S.A.

CORPORATE
GOVERNANCE
GUIDELINES

The Board of Directors (the “Board”) of Globant S.A. (the “Company”) has adopted these Corporate Governance Guidelines (the “Guidelines”) to assist the Board in carrying out its oversight responsibilities. The Company’s Corporate Governance and Nominating Committee is responsible for reassessing the adequacy of and reviewing compliance with the Guidelines on an annual basis.

ROLE OF THE BOARD AND MANAGEMENT:

The role of the Board is to promote the long-term value and health of the Company in the best interests of its stockholders. In this regard, the Board provides management with strategic guidance, and also ensures that management adopts and implements procedures designed to promote both legal compliance and the highest standards of honesty, integrity and ethics throughout the organization. The Board is elected by the Company’s stockholders. The Company’s day-to-day business operations are conducted and supervised by its management and employees, under the supervision of the Chief Executive Officer (the “CEO”). The CEO speaks for

the Company and reports to the Board. The directors exercise their business judgment and act in what they reasonably believe is the best interests of the Company and its stockholders.

DIRECTOR QUALIFICATIONS:

The Board will consist of a majority of independent directors and ensure that its members meet the independence and other qualifications set forth in the respective charters of the Nominating and Corporate Governance and Audit Committees.

The Board will annually affirm that a director has no material relationships with the Company, either directly or as a partner, stockholder, or officer of an organization that has a relationship with the Company. To guide its determination as to directors’ independence, the Board will require directors to complete an annual questionnaire providing necessary information. It is the responsibility of each director and prospective director to disclose to the Board any relationship that could impair his or her independence or any conflict of interest with the Company. The Board will broadly consider all relevant facts and

circumstances in its assessment of director independence.

No director may serve on the Board of more than two other public companies, unless the Board has affirmatively determined in advance that the director’s service is not impaired with respect to his or her effectiveness in carrying out the business of the Board and such information has been disclosed appropriately as required by NYSE listing standards.

DIRECTOR RESPONSIBILITIES:

Directors must fulfill their responsibilities consistent with their fiduciary duty to the stockholders, in compliance with all applicable laws and regulations. Directors must demonstrate personal and professional integrity at all times and adhere to the Company’s Code of Ethics as it applies to each individual.

The Board has a variety of specific powers and duties, some of which may be delegated to its committees, including:

- Becoming and remaining informed about the Company and its business, including, among other

things, the principal operational and financial objectives, strategies, and plans of the Company, its results of operations and financial condition and the factors that determine the Company’s success;

- Evaluating the risks inherent in the Company and its industry and ensuring that the appropriate control processes with respect to such risks are in place;
- Reviewing and approving the most significant aspects of the Company’s strategy, financial plans, operating plans, and accounting and risk management issues facing the Company;
- Providing general strategic guidance and oversight to the Company’s management;
- Selecting and evaluating the CEO and providing oversight to management succession planning;
- Providing counsel and oversight on the selection and evaluation of senior management;

- › Determining that procedures are in place designed to promote integrity and candor in the audit of the Company's financial statements and operations, and in all financial reporting and disclosure;
- › Determining that procedures are in place to promote compliance with laws and regulations and setting an ethical tone for the Company; and
- › Designing and assessing the effectiveness of its own governance practices and procedures.

BOARD OPERATION AND MEETINGS:

The Board will meet a minimum of four times per year, and committees of the Board will meet with such frequency as established in each committee's charter. All directors are expected to adequately prepare for and attend all Board meetings and committee meetings for committees on which they serve in order to effectively fulfill their responsibilities. The Chairman of the Board will set the agenda for Board

meetings. Any director may propose additional topics to be included in the agenda or raise a subject that is not on the agenda at any meeting. Meeting materials will be provided to directors prior to a scheduled meeting and are expected to be reviewed in advance of the meetings.

The independent directors will meet regularly in private executive sessions without management or non-independent directors. Executive sessions of the independent directors will be led by the Chairman of the Nominating and Corporate Governance Committee, who will at all times be an independent director.

COMMITTEES OF THE BOARD:

The Board has three standing committees: Audit, Compensation, and Nominating and Corporate Governance. Each standing committee will consist entirely of independent directors who each meet the independence and other qualification requirements of the NYSE listing standards, as well as all other applicable United States federal laws and regulations relevant to director independence. Committee members

will be appointed to serve one-year terms by the Board based upon recommendations made by the Nominating and Corporate Governance Committee. Each standing committee will have its own charter that sets forth the purpose, composition, meeting guidelines, and responsibilities of the committee. Each committee will report its activities to the Board and will conduct a self-evaluation annually. The Board may establish additional committees as necessary or appropriate.

DIRECTOR ACCESS TO EMPLOYEES AND THIRD PARTIES:

The Board shall have unrestricted access to all Company books, records, facilities and personnel as required to effectively execute its duties and may invite other individuals whose presence its members believes to be desirable and appropriate to attend and observe meetings. Directors should arrange such access through the CEO, and use sound professional judgment to ensure that such access is not disruptive to the business operations of the Company. The Board shall also have the authority to retain

outside counsel, accountants, or other expert advisors as it deems appropriate to carry out its responsibilities.

DIRECTOR COMPENSATION:

The Compensation Committee is responsible for recommending to the Board for approval the compensation for directors, such as retainer, committee chairman fees, stock options, or similar items as appropriate. In determining compensation, the Compensation Committee will take into consideration the responsibilities of the directors and other forms of compensation being paid by other corporations comparable to the Company. The Compensation Committee shall have sole authority to retain and terminate any compensation consulting firm to be used to assist in the evaluation of director compensation.

The Board, upon the recommendation of the Compensation Committee, shall fix the compensation of each director and may provide different compensation for members and chairs of the various committees.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION:

All directors are encouraged to participate in continuing education programs and new directors must participate in the Company's orientation program, which should be conducted as soon as is reasonably practical upon election of the new directors. The Company's orientation program will consist of its executive officers providing an overview briefing of the Company's strategic and operational initiatives, its significant financial, accounting, and risk management issues, its legal and ethical compliance programs and policies, including the Company's Code of Ethics, and its independent and internal auditors.

ANNUAL PERFORMANCE EVALUATIONS:

The Board will conduct an annual self-evaluation of its performance to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will oversee the self-evaluation process and make recommendations

to improve performance. The annual self-evaluation of the Board will consider input from individual directors and from various Board committee reviews as reported.



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