

Audit Committee Charter

This Audit Committee charter has been adopted by the Board of Directors (the “Board”) of Globant S.A., a *société anonyme* incorporated under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register under number B 173 727 (the “Company”). The Audit Committee of the Board shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

Purpose

The purpose of the Audit Committee is to assist the Board’s oversight of the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements, including, but not limited to, the oversight of:

- a. The integrity of the Company’s financial information reported to the public, including periodically reporting to the Board on its activity and the adequacy of the Company’s systems of internal controls over financial reporting;
- b. The qualifications, independence and performance of the Company’s independent auditors;
- c. The performance of the Company’s internal audit function;
- d. The review of material transactions between the Company or its subsidiaries with related parties (other than transactions that were reviewed and approved by the independent members of the Board (as defined in the articles of association of the Company) or other governing body of any subsidiary of the Company or through any other procedures as the Board may deem substantially equivalent to the foregoing) to determine whether their terms are consistent with market conditions or are otherwise fair to the Company and its subsidiaries;
- e. The review and evaluation of enterprise risk management;
- f. The review and evaluation of the Company’s compliance with legal and regulatory requirements; and
- g. Any such other duties as may from time to time be assigned to it by the Board or are required by the rules and regulations of the Securities and Exchange Commission or of the New York Stock Exchange (the “NYSE”).

Structure and Organization

1. Composition. The Audit Committee shall consist of three directors, each of whom is determined by the Board to be “independent” under the rules of the NYSE and the U.S. Sarbanes-Oxley act of 2002, subject to the phase-in rules for companies listing securities in conjunction with an initial public offering which require one independent member at the time of listing, a majority of independent members within 90 days of listing and a fully independent committee within one year.
2. Role. The Audit Committee shall maintain free and open communication (including periodic private executive sessions) with the independent auditors, internal auditors, and Company management. In discharging its oversight role, the Audit Committee shall have full access to all Company books, records, facilities, personnel and outside professionals. The Audit Committee shall have the authority and shall receive necessary funding from the Company to retain special legal, accounting or other consultants or advisors employed by the Audit Committee and shall obtain such advice and assistance from such special legal, accounting or other consultants or advisors as the Audit Committee deems necessary. The Audit Committee shall have sole authority to approve related fees and retention terms. Each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board), and (iii) representations made by management as to all audit and non-audit services provided by the independent auditors to the Company.
3. Financial Literacy. Each member of the Audit Committee will be financially literate; as such qualification is interpreted by the Board in its business judgment, or become financially literate within a reasonable time after appointment to the Audit Committee. At least one member of the Audit Committee will have accounting or related financial management expertise; as such qualification is interpreted by the Board in its business judgment. The designation or determination by the Board of a person as an Audit Committee financial expert will not impose on such person individually, on the Audit Committee, or on the Board as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination.
4. Appointment and Removal. The members of the Audit Committee shall be elected at least annually by the Board at a meeting of the Board and shall serve until their successors shall be duly elected and qualified. One member of the Committee may be designated as Chairman, who shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board, and maintaining regular liaison with the CEO, CFO, the lead independent audit partner and the director of internal audit. Unless a Chairman is elected by the full Board, the members of the Audit Committee may designate a Chairman by majority vote of the full Audit Committee membership.
5. Compensation. The compensation of the Audit Committee members shall be as determined by the Board. No member of the Audit Committee may receive directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of

its subsidiaries, other than fees paid in his or her capacity as a member of the Board or a committee of the Board.

6. Organization. The Audit Committee shall meet on a quarterly basis. The Audit Committee shall also periodically meet with the Company's management, internal auditors and independent auditors separately from the Board. A majority of the Audit Committee members currently holding office shall constitute a quorum for the transaction of business. The Audit Committee shall take action by the affirmative vote of a majority of the committee members present at a duly held meeting. The Audit Committee shall maintain minutes of its meetings and records relating to those meetings and the Audit Committee's activities. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate.

Responsibilities

The Audit Committee's job is one of oversight. Management is responsible for the preparation, presentation and integrity of the Company's financial statements. Management and the internal auditing department are responsible for maintaining appropriate accounting and financial reporting principles and practices and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for auditing the annual financial statements.

The Audit Committee and the Board recognize that management and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company's accounting, financial and auditing practices than do Committee members; accordingly, the Committee's oversight role does not provide any expert or special assurance as to the Company's financial statements or any certification as to the work of the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations or to assure compliance with laws and regulations.

Although the Board and the Audit Committee may wish to consider other duties from time to time, the general recurring activities of the Audit Committee in carrying out its oversight role are described below. The Audit Committee shall be responsible for:

- a. The appointment, replacement, compensation, evaluation and oversight of the work of the independent auditors to be retained to audit the annual financial statements of the Company and review the quarterly financial statements of the Company.
- b. Annually obtaining and reviewing the independent auditor's formal written statement describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

- c. Annually obtaining from the independent auditors a formal written statement describing all relationships between the auditors and the Company, addressing the matters set forth in Independence Standards Board Standard No. 1. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships that may impact the objectivity and independence of the auditors, and shall consider whether the independent auditors' provision of information technology consulting and other non-audit services to the Company, if any, is compatible with the auditors' independence. The Audit Committee shall recommend that the Board take appropriate actions to satisfy itself as to the auditors' independence.
- d. Reviewing the annual audited financial statements and quarterly financial statements and discussing them with management and the independent auditors. These discussions shall include the matters required to be discussed under Statement of Auditing Standards No. 114, as modified or supplemented, consideration of the quality of the Company's accounting principles as applied in its financial reporting, and the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Such discussions may include a review of particularly sensitive accounting estimates, reserves and accruals, review of judgmental areas, review of audit adjustments, review of risk exposures that may have a material impact on the Company's financial statements and the steps management has taken to monitor and control such exposures, and other such inquiries as the Audit Committee or the independent auditors shall deem appropriate. Based on its review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited financial statements in any Annual Report of the Company on Form 20-F or any successor form thereto (or the Annual Report to Shareholders, if distributed prior to the filing of the Form 20-F or successor form).
- e. Preparing annually a report to be included in any proxy statement of the Company as required by the rules of the Securities and Exchange Commission, and submitting such report to the Board for approval.
- f. Overseeing the relationship with the independent auditors, including discussing with the auditors the planning and staffing of the audit and the nature and rigor of the audit process, receiving and reviewing audit reports, reviewing with the auditors any problems or difficulties the auditors may have encountered in carrying out their responsibilities and any management letters provided by the auditors and the Company's response to such letters, and providing the auditors full access to the Audit Committee and the Board to report on all appropriate matters. The Audit Committee shall undertake to resolve all disagreements between the Company's independent auditors and management regarding financial reporting.
- g. Providing oversight of the Company's auditing, accounting and financial reporting principles, policies, controls, procedures and practices, and reviewing significant changes to the foregoing as suggested by the independent auditors, internal auditors or management.

- h. Establishing procedures for the receipt, retention and treatment of complaints from the Company's employees on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by the Company's employees of concerns regarding questionable accounting or auditing matters.
 - i. Establishing procedures for the receipt, retention, and treatment of complaints received by the Company regarding violations of the Company's code of conduct.
 - j. Establishing clear hiring policies for employees or former employees of the external auditors.
 - k. Annually obtaining from the independent auditors a formal written statement of the fees billed for audit services, information technology consulting services, and other non-audit services rendered by the independent auditors for the most recent fiscal year.
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- l. Discussing with management and independent auditors, earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
 - m. Discussing with management policies with respect to risk assessment and risk management.
 - n. Discussing with management and the independent auditors the quality and adequacy of the Company's internal audit controls and procedures and the internal audit function's organization, responsibilities, plans, results, budget and staffing, as well as providing oversight to any internal audit activities, including review of significant reports prepared by the internal auditors, and management's response.
 - o. Establish and implement policies and procedures for the Audit Committee's review and approval of proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K).
 - p. Discussing with management and/or the Company's general counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company's financial statements, and any material reports or inquiries from regulatory or governmental agencies.
 - q. Review reports of credit rating agencies.
 - r. Review and make recommendations to the Board on the Company's annual budget.
 - s. Review periodically, but not less than annually, the Company's insurance programs, tax policy and investment performance and objectives.

- t. Assess periodically and at least annually the Company and its subsidiaries' compliance with any regulatory financial commitments.
- u. Regularly reporting its activities to the full Board and making such recommendations with respect to the above and any other matters as the Committee may deem necessary or appropriate.
- v. Engaging in an annual self-assessment with the goal of continuing improvement.

Annual Performance Evaluation

The Audit Committee shall perform a review and evaluation, at least annually, of the performance of the Audit Committee and its members, including by reviewing the compliance of the Audit Committee with this Charter. In addition, the Audit Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Audit Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
