

## Compensation Committee Charter

This Compensation 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 Compensation 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 Compensation Committee shall carry out the Board’s responsibilities relating to compensation of the Company’s executive officers and provide such other guidance with respect to compensation matters as the Compensation Committee deems appropriate. It may also have 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 Compensation 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. **Appointment and Removal.** The members of the Compensation Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chairman is elected by the full Board, the members of the Compensation Committee shall designate a Chairman by majority vote of the full Compensation Committee membership. The Chairman shall be entitled to cast a vote to resolve any ties. The Chairman will chair all regular sessions of the Compensation Committee and set the agendas for Compensation Committee meetings.
3. **Compensation.** The compensation of the Compensation Committee members shall be as determined by the Board. No member of the Compensation 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.
4. **Organization.** The Compensation Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of

the Compensation Committee may call meetings of the Compensation Committee. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Compensation Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined. All meetings of the Compensation Committee may be held telephonically. All non-management directors that are not members of the Compensation Committee may attend meetings of the Compensation Committee but may not vote. Additionally, the Compensation 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 Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Compensation Committee.

### **Responsibilities**

The following functions shall be the common recurring activities of the Compensation Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Compensation Committee outlined in this Charter.

The Compensation Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Compensation Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

### **Setting Compensation for Executive Officers and Directors**

- a. Establish and review the overall compensation philosophy of the Company.
- b. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives.
- c. Evaluate the performance of the CEO and other executive officers in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, stock options and other benefits, direct and indirect, of the CEO and other executive officers.
- d. In connection with executive compensation programs:

- i. Review and recommend to the full Board, or approve, new executive compensation programs;
  - ii. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
  - iii. Establish and periodically review policies for the administration of executive compensation programs; and
  - iv. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
- e. Establish and periodically review policies in the area of senior management prerequisites.
  - f. Consider policies and procedures pertaining to expense accounts of senior executives.
  - g. Review and recommend to the full Board compensation of directors as well as director's and officer's indemnification and insurance matters.
  - h. Review and make recommendations to the full Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.

#### Monitoring Incentive and Equity-Based Compensation Plans

- i. Review and make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans, and oversee the activities of the individuals responsible for administering those plans.
- j. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
- k. Review and make recommendations to the full Board, or approve all awards of shares or share options pursuant to the Company's equity-based plans.
- l. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
- m. Review and monitor employee pension, profit sharing and benefit plans.
- n. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Compensation Committee. In that connection, in the event the Compensation Committee retains a compensation consultant, the Compensation Committee shall have the sole authority to approve such consultant's fees and other retention terms.

## Reports

- o. Report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Compensation Committee designated by the Compensation Committee to make such report.
- p. Maintain minutes or other records of meetings and activities of the Compensation Committee.

## Continuity / Succession Planning Process

- q. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

## Annual Performance Evaluation

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

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