

NOMINATING, CORPORATE GOVERNANCE, AND SOCIAL RESPONSIBILITY
COMMITTEE CHARTER
OF THE BOARD OF DIRECTORS OF
GLOBE PHOTOS, INC.

Globe Photos, Inc. (the “Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct, and to full and accurate financial disclosure in compliance with applicable law.

The Company strives to make a positive impact on society and communities through our social responsibility efforts focused on valuing diversity, supporting our neighborhoods and valuing our team members.

The Nominating, Corporate Governance, and Social Responsibility Committee (the “Committee”) commits to work more effectively with fellow directors and company management to strengthen governance, manage unexpected crises, and make decisions that drive long-term corporate success.

The Committee plans to work to strengthen the overall impact of our Corporate Board by:

- ✓ Achieving trust and collaboration through more positive relationships within the Board and with the Company’s management team
 - ✓ Create more efficient governance processes
 - ✓ Create diversity and social responsibility measuring and reporting
- ✓ Make the most of each board member's time, knowledge, and experience
 - ✓ Contribute more meaningfully to corporate oversight activities

PURPOSE OF THE COMMITTEE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies and any related matters required by the federal securities laws and provide oversight for the evaluation of the performance of the Board and its committees; to advise to the Board with respect to the Board composition, procedures and committees; to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation; and to oversee the evaluation of the Board and the Corporation’s management.

Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level, with a view to enhancing stockholder value.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the NASDAQ Stock Market, and any additional requirements that the Board deems appropriate

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause by a majority vote of the Board. Any vacancy of the Committee shall be filled by a majority vote of the Board.

MEETINGS AND PROCEDURES

The Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. Subject to the foregoing, the chairperson will, in consultation with Committee members and members of management, determine the frequency and length of Committee meetings and develop the Committee's agenda for each meeting.

The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. A quorum at any Committee meeting shall be a majority of its members. All determinations by the Committee shall be made by a majority of its members present at the meeting duly called and held, or by unanimous vote if only two members are present. In any event where vote is evenly split, the Committee shall submit such matter to the Board for a vote and final resolution. Any Committee decision reduced to writing and signed by all of the members of the Committee shall be fully effective as if such decision had been made at the meeting.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

The Committee shall have full access to any relevant records of the Company.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES

The chairperson of the Committee shall be responsible for establishing agendas for meetings of the Committee.

The Committee shall have the following authority and responsibilities:

A. Board Candidates and Nominees

(a) To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: business experience, board of directors experience, skills, expertise, education, professions, backgrounds, diversity, personal and professional integrity, character, business judgment, business philosophy, time availability in light of other commitments, dedication, conflicts of interest, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board; as well as current and/or future upcoming compliance requirements based on applicable state, federal and other applicable laws and regulations for corporate boards.

(c) To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders consistent with the Bylaws of the Corporation and the criteria for selecting directors.

(d) If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

(e) To develop and oversee a Company orientation program for new directors and a continuing education program for current directors.

B. Board Composition and Procedures

(f) To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

(g) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(h) After consultation with the Chairman of the Board of Directors and after taking into account the experiences and expertise of the individual directors, to make recommendations to the Board regarding the size and composition of each standing committee of the Board, including identification of qualified individuals to serve as members of a committee, and to recommend individual directors to fill any vacancy that might occur on the Board and/or its committees.

(i) To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

(j) To monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

(k) To review annually committee assignments, committee memberships, committee chairpersonships, and report any recommended changes to the Board.

(l) To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal, or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

(m) To develop with corporate legal counsel and recommend to the Board a set of corporate governance guidelines applicable to the Company, which shall be consistent with any applicable laws, regulations, and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

- ✓ Corporate Governance Guidelines
- ✓ Director qualification standards
- ✓ Director responsibilities
- ✓ Director access to management, and as appropriate, independent advisors
- ✓ Director orientation and continuing education
- ✓ Company code of ethics and business conduct for Chief Executive and Senior Officers
- ✓ Insider Trading Policy
- ✓ Social Responsibility
- ✓ Annual performance evaluation of the Board and its members

(n) To review these principles periodically with corporate legal counsel, and at least once a year, to ensure compliance; and to recommend any changes to the Board, and to oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the other documents and policies in the Company's corporate governance framework.

(o) To monitor compliance with the Company's Code of Business Conduct and Ethics (the "Code"), to investigate any alleged breach or violation of the Code and to enforce the provisions of the Code.

(p) To develop and recommend to the Board for approval a policy on Company political contributions and lobbying expenses, to receive and review an annual report on the Company's political contributions and lobbying expenses and recommend to the Board any changes to the policy based on the most recent report.

(q) To take reasonable measures to determine that each executive officer of the Corporation and member of the Board has fully, accurately and timely completed and submitted a D&O questionnaire to the Company's SEC Compliance Officer in connection with the preparation and filing of any proxy statement or other filing with the US Securities and Exchange Commission or other transaction where a D&O questionnaire is required. In the case of any knowing failure to complete or timely submit a D&O questionnaire the Committee shall (1) instruct the Company to exclude the

applicable person's from the relevant proxy statement and, where applicable, the proxy ballot and (2) advise the Board of the knowing failure to complete or timely submit a D&O questionnaire.

(r) To consider any other corporate governance issues that may arise from time to time, and to develop appropriate recommendations to the Board.

E. Evaluation of the Board

(s) The Committee shall be responsible for overseeing the evaluation of the Board as a whole and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function. .

F. Evaluation of the Committee

(t) The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall conduct this evaluation in such manner as it deems appropriate. In conducting its review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

(u) The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

INVESTIGATIONS, STUDIES AND OUTSIDE ADVISORS

The Committee may conduct and authorize investigations into or studies of matters within the Committee's scope of responsibilities. The Committee shall have the authority, in its sole discretion, to select, retain, terminate and obtain the advice or assistance of a director search firm, independent counsel, or other consultants or advisors ("third party consultants") as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the third-party consultants. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside counsel and any other advisors.

The director search firm, outside counsel and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.