

COLLECTORS UNIVERSE, INC.

AMENDED & RESTATED NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Adopted August 6, 2020)

I. Purposes and Role of the Committee

The Nominating and Governance Committee (the "Committee") is appointed by the Board of Directors of Collectors Universe, Inc., a Delaware corporation (the "Company") for the following purposes:

- A. To assist the Company's Board of Directors (the "Board of Directors" or the "Board") to identify and to select the persons who will be its nominees for election to the Board of Directors ("Board Nominees") at each annual meeting of stockholders, and whenever necessary to fill vacancies that may be created by an increase in the number of directors on the Board or by the resignation, retirement or other termination of service of any incumbent Board member.
- B. To evaluate the qualifications of directors to serve as members of, and to make recommendations to the Board regarding the directors it should appoint to, its Audit, Compensation and Governance & Nominating Committees (the "Standing Committees").
- C. To review, periodically, the adequacy of and approve any changes in the amounts or the types of compensation payable to non-employee directors of the Company for their service as directors and as members of the Standing Committees of, and any other committees that may be established by, the Board.
- D. To develop and recommend corporate governance guidelines for consideration and adoption by the Board of Directors.
- E. To review:
 - the Company's Certificate of Incorporation and Bylaws, and any other instruments governing or defining the rights, preferences, privileges or restrictions of the Company's stockholders (collectively, the "Governing Instruments"),
 - the Company's governance policies, such as the Insider Trading Policy and Incentive Compensation Clawback Policy the "Governance Policies"), and
 - the Charters of the Standing Committees,and to recommend to the Board possible modifications or updates to those Governing Instruments, Governance Policies or Standing Committee Charters, as deemed necessary or advisable by the Committee for the purpose of furthering the interests of the Company and its stockholders, as a whole.
- F. To oversee the annual assessments of the performance of the Board of Directors and its Standing Committees.
- G. To undertake such other duties or responsibilities as the Board of Directors may from time to time prescribe for the Committee.

II. Committee Membership

The Committee shall consist of two or more members, at least a majority of whom shall be "independent" directors within the meaning of the rules of the NASDAQ Stock Market governing the listing of companies thereon (the "NASDAQ Listed Company Rules") and the applicable rules of the Securities and Exchange

Commission (the "SEC"). The members of the Committee shall be appointed and replaced by the Board of Directors at its pleasure for such term or terms as the Board of Directors shall determine in its sole discretion.

III. Meetings of the Committee and Other Procedural Matters

A. Meetings and Actions of the Committee.

- The Committee shall meet at least annually, or more frequently as the Committee deems necessary or advisable. To the extent reasonably practicable, the Committee Chairperson shall prepare or approve an agenda for each meeting and circulate the agenda to each Committee member prior to the meeting date.
- Notice of meetings of the Committee shall be given or waived (as the case may be) in accordance with the provisions of the Company's Bylaws that apply to meetings of the Board of Directors.
- The presence of a majority of the then-acting members of the Committee shall constitute a quorum for Committee action at any meeting of the Committee and a majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.
- Any member of the Committee may participate in any Committee meeting by telephone or video conference and any member so participating shall be deemed present at such meeting.
- The Committee also may take action, without a meeting, by unanimous written consent of its members.

B. Selection of Committee Chairperson. Unless the Board selects a Chairperson for the Committee, the members of the Committee may, by majority vote or unanimous written consent, designate a Chairperson. The Committee also may, in the same manner, designate a Vice Chairperson. The Chairperson (or in his or her absence, any Vice Chairperson) shall preside at meetings of the Committee.

C. Other Procedural Matters. On all procedural matters relating to the functioning of the Committee that are not specifically addressed in this Charter, the provisions of the Bylaws of the Company relating to the functioning of the Board of Directors shall apply to the Committee.

D. Records and Reports. The Committee will:

- Maintain, and make available to the Board members, written minutes of its meetings, and report the actions taken by the Committee to the Board of Directors.
- Report to the Board of Directors, at an appropriate time prior to preparation of the Company's proxy statement for each annual stockholders meeting, the Committee's recommendations for Board Nominees.
- Report annually to the Board of Directors the results of the Committee's: (i) review and assessment of the performance of the Board and its Standing Committees; (ii) assessment of the Company's corporate governance guidelines and their implementation; and (iii) assessment of its own performance.
- Provide such additional reports to the Board as the Committee may determine to be appropriate or as may be requested by the Board.

IV. Duties of the Committee

A. *Nominating Authority and Responsibilities.* The Committee shall:

- Assist the Board to identify individuals qualified to become members of the Board in accordance with the guidelines set forth in Section V below.
- Review and investigate the qualifications of candidates for selection as nominees for election or appointment to the Board, including candidates proposed by stockholders (“Board Candidates”), in accordance with procedures adopted by the Committee or set forth in the Company’s Bylaws.
- Recommend to the Board, from among the Board Candidates considered by the Committee, the persons who the Committee believes the Board should select as its Nominees to stand for election to the Board at each upcoming annual meeting of stockholders and candidates to fill vacancies that may from time to time occur on the Board and, in performing these responsibilities, the Committee shall take into account the Company's corporate governance guidelines and the applicable independence requirements as set forth in the NASDAQ Listed Company Rules and in SEC rules.
- Review annually and make recommendations to the Board with respect to the appointment of the members and Chairpersons of the Board’s Standing Committees, taking into account the special skills and experience required or deemed desirable for service on particular Standing Committees, their past performance as members of the Board and any of its Standing Committee, the applicable independence requirements in the NASDAQ Listed Company Rules and applicable SEC Rules and such other factors as the Committee deems appropriate.
- Periodically conduct evaluations of the size and composition of the Board, make recommendations to the Board as a result of such evaluations, and consider and make recommendations to the Board regarding comments from stockholders, relating to the composition of the Board, all as deemed appropriate by the Committee.

B. *Board and Committee Performance Assessments and Other Board Matters.* The Committee shall:

- Develop a process for and oversee the conduct of annual assessments of the performance and effectiveness of the Board and each of its Standing Committees and arrange for the reporting of the results of those assessments to the Board.
- Review, periodically, the respective Charters of the Standing Committees to, among other thing, identify any redundancies in or inconsistencies between those Charters and, based on such reviews, make recommendations to the Board regarding possible modifications thereto, as the Committee deems appropriate or desirable.
- Assist the Chairman of the Board and the Chairpersons of the Standing Committees to develop annual calendars identifying and scheduling specific governance responsibilities of the Board or such Committees (as the case may be), including the holding of one or more executive sessions of the non-management Directors of the Board.
- Develop orientation materials for new Directors and identify or arrange for corporate governance related continuing education opportunities for incumbent Directors.

C. *Director Compensation.* The Committee shall discharge the Board's responsibilities relating to the determination of the amount and nature of the compensation to be paid to the non-employee directors of the Company for their service as directors and as members of the Standing Committees and any other Board committees on which they may serve. In fulfilling this responsibility, the Committee is empowered:

- To review and evaluate, at least annually, the nature, components and the amounts of the compensation that the Company pays to its non-employee directors and report the results of its evaluations to the full Board of Directors.
- To determine the competitiveness of the compensation that is paid to non-employee directors in order to enable the Company to retain its incumbent non-employee directors and attract new non-employee directors when the need to do so arises.
- To obtain the views and input from the other directors of the Company and the Company's senior management with respect to the adequacy and nature of the compensation that is paid or proposed to be paid to the Company's non-employee directors.

D. *Governance Responsibilities.* The Committee shall:

- Develop, review and annually reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for its approval.
- Review annually, with the assistance of corporate counsel, the Company's Governing Instruments and Governance Policies and recommend to the Board of Directors any changes or updates to those Governing Instruments or Governance Policies that the Committee deems necessary or advisable.
- Review annually the adequacy of this Charter and submit to the Board, for its approval, any changes or updates to this Charter which the Committee deems to be appropriate or desirable.
- Conduct, at least once each year, a self-evaluation of its own performance.
- Review and assess the channels through which the Board receives information, and the quality and timeliness of the information received.
- Review the Company's succession plans relating to the Company's CEO and other executive officers and any other key management employees.
- Establish and review and determine the adequacy of an Insider Trading Policy for directors, officers and employees to comply with federal and state securities laws governing (a) trading in Company securities while in the possession of "material nonpublic information" concerning the Company, and (b) disclosing or "tipping" material nonpublic information to outsiders, and in order to prevent even the appearance of improper insider trading or tipping.
- Consistent with the foregoing, take such actions as the Committee deems necessary to encourage improvements, and foster adherence, to the Company's corporate governance guidelines and Governance Policies and perform such other corporate governance oversight functions as may be requested by the Board of Directors.

V. **Certain Guidelines**

In exercising its authority and performing its responsibilities, the Committee shall be guided by the following principles and guidelines:

- A. *Composition of the Board.* The composition of the Board of Directors will depend not only on the character, experience and skill sets of the members of the Board taken individually, but also on their collective strengths and the particular needs of the Company for particular expertise that can enhance the performance of the Board. In addition, in order to comply with regulatory and listing requirements:
- A majority of the members of the Board shall qualify as "independent" under the NASDAQ Listed Company Rules.

- At least three of the members of the Board shall meet the more stringent independence requirements established by SEC rules for service on the Audit Committee.
 - At least one director serving on the Audit Committee must qualify as an “Audit Committee Financial Expert” (as defined in SEC rules).
- B. *Director Selection Criteria.* In considering possible candidates for election as directors of the Company, the Committee should be guided by the Board composition guidelines set forth above and by the following criteria:
- Each Director should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
 - Each Director should be free of any conflicts of interest which would violate applicable law or regulations or the Company's governance guidelines or policies or interfere with the proper performance of his or her responsibilities as a director.
 - Each Director should possess substantial and significant experience or skill sets that would be of particular importance to the performance of the Board of Directors, when considered in relation to the experience and skill sets of the other Directors.
 - Each Director should have sufficient time available to devote to the affairs of the Company and to perform his or her duties as a member of the Board and any Board Committee on which he or she may serve.
 - Each Director should have the capacity and desire to represent the balanced, best interests of the stockholders of the Company as a whole and not primarily a special interest group or constituency.

VI. Committee Powers and Compensation

- A. *Authority to Retain Advisors.* The Committee shall have the power and authority:
- To retain an executive search firm to assist the Committee to identify Board Candidates and to obtain the advice or assistance of legal counsel, accountants and other outside advisors or experts, as the Committee deems appropriate.
 - To retain an independent compensation consulting firm to assist the Committee in discharging its responsibilities with respect to the determination of the compensation to be paid to non-employee directors, as the Committee deems appropriate.
 - To approve the fees and other terms of the engagement of any such search and compensation consulting firms and other advisors and to direct the payment of the fees and the reimbursement of their out-of-pocket costs by the Company.
 - To terminate, at any time and in its sole discretion, the engagement of any search and compensation consulting firms and other advisors which have been retained by the Committee.
- B. *Other Powers.* The Committee shall have the power and authority to institute special investigations deemed necessary for any reason relating to or in furtherance of its purposes and, if appropriate, hire special counsel or other experts to assist the Committee with respect to any such investigation.
- C. *Compensation for Service on the Committee.* Subject to any applicable regulatory requirements, members of the Committee shall receive such fees, if any, for their service as members of the Committee as shall be determined by the Board of Directors in its sole discretion. Such fees may include retainers or per meeting

fees, which may be paid in such form of consideration as is determined by the Board of Directors, or other forms of compensation as the Board of Directors deems appropriate.

VII. Effective Date

This Amended & Restated Charter of the Nominating and Governance Committee was approved by the Committee and was adopted by the Board of Directors and became effective on September 18, 2019.