



Nominating and Governance Committee Charter

(Adopted May 23, 2007)

I. Purposes

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 individuals qualified to become members of the Board, and to recommend to the Board nominees for election to the Board of Directors 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, and to make recommendations to the Board regarding the directors to be appointed to, each of the standing Committees of the Board of Directors.
- 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 Committees of 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"), and to recommend to the Board possible modifications to those Governing Instruments as deemed appropriate 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 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" within the meaning of the listing standards of The Nasdaq Stock Market, Inc. ("Nasdaq") 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.*
 - o The Committee shall meet at least annually, or more frequently as circumstances require. To the extent reasonably practicable, the Committee Chairman shall prepare or approve an agenda for each meeting and circulate the agenda to each Committee member prior to the meeting date.
 - o 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.
 - o 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.
 - o 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.
 - o The Committee also may take action, without a meeting, by unanimous written consent of its members.
- B. *Selection of Committee Chairperson.* Unless the Board elects 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 written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board of Directors and report the actions taken at its meetings 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 director nominees.
 - Report annually to the Board of Directors the results of the Committee's: (i) review and assessment of the performance of the Board of Directors and its 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 of Directors as the Committee may determine to be appropriate in light of its purposes or as may be requested by the Board of Directors.

IV. Duties of the Committee

- A. *Nominating Authority and Responsibilities.* The Committee shall:
- Assist the Board of Directors in identifying individuals qualified to become members of the Board in accordance with the guidelines set forth in Section VI below.
 - Recommend to the Board the director nominees for each upcoming annual meeting of stockholders and the candidates to fill vacancies that may from time to time occur on the Board and, in doing so, consider the Company's corporate governance guidelines and the applicable independence requirements contained in the Nasdaq listing standards.
 - Review, investigate and accept or reject nominees for election to the Board of the Company, including those made by stockholders, in accordance with procedures adopted by the Committee.
 - Review annually and make recommendations to the Board concerning the membership and Chairpersons of the Board's Committees, taking into account the special skills and experience required or deemed desirable for service on particular Committees, past performance in Board of Directors and Committee service, the applicable independence requirements contained in the Nasdaq listing standards and applicable SEC Rules and such other factors as the Committee deems appropriate.
 - Periodically conduct evaluations of the size and composition of the Board of Directors, make recommendations to the Board of Directors as a result of such evaluations, and consider and make recommendations to the Board of Directors regarding comments from stockholders relating to the composition of the Board of Directors, all as deemed appropriate by the Committee.
- B. *Board and Committee Assessments and Other Board Matters.* The Committee shall:
- Develop a process for and oversee the conduct of annual assessments of the performance of the Board of Directors and each of its Committees, including the effectiveness of their meeting procedures, agendas, calendars and minutes, and report the results of those assessments to the Board of Directors.
 - Review, periodically, the respective Charters of the Board of Directors and its 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 Board Committees to develop an annual calendar 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 the 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 Board Committees.
 - Review and determine the competitiveness of the compensation that is paid to non-employee directors of the Company in order to enable the Company to retain its incumbent non-employee directors and attract new non-employee directors when the need arises.
 - Review and evaluate, at least annually, the compensation of the non-employee directors and report the results of its evaluation to the full Board of Directors.
 - 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 recommend to the Board of Directors any changes to those Governing Instruments that the Committee deems advisable.

- Review annually and update, as necessary, the adequacy of this Charter and to submit to the Board, for its approval, any changes to this Charter that this Committee deems to be appropriate or desirable.
- Develop and implement, annually, 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 CEO and other senior officers.
- Establish and review 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) tipping or disclosing material nonpublic information to outsiders, and in order to prevent even the appearance of improper insider trading or tipping.
- Establish and review a Code of Conduct for directors, officers and employees which focuses attention throughout the Company on the obligation of ethical conduct. Such a Code of Conduct shall include enforcement mechanisms to deal fairly and promptly with questionable behavior and shall be publicly available.
- 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 perform 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 requirements:
 - A majority of the members of the Board shall qualify as "independent" under the listing standards of Nasdaq.
 - 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 should 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 and terminate any search firm to be used to identify director 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 and terminate any 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 retention of any such search and compensation consulting firms and other advisors or experts whose services are retained by the Committee and to direct the payment of fees and costs thereof, which shall be borne by the Company.
- 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 Charter of the Nominating and Governance Committee has been adopted by the Board of Directors and is effective as of May 23, 2007.