

## COLLECTORS UNIVERSE, INC.

### COMPENSATION COMMITTEE CHARTER

(Amended & Restated as of August 6, 2020)

This Amended and Restated Compensation Committee Charter (this “*Charter*”) was adopted on December 3, 2019 by the Board of Directors (the “*Board*”) of Collectors Universe, Inc., a Delaware corporation (the “*Company*”).

This Charter is intended as an integral component of the governance framework within which the Board, assisted by its committees, oversees the business and affairs of the Company. While it should be interpreted in the context of the Company’s Certificate of Incorporation and Bylaws, and applicable laws, regulations and listing requirements, this Compensation Committee Charter is not intended to establish, by its own force, any legally binding obligations.

#### A. PURPOSE OF THE COMMITTEE

The Committee has been established to discharge the Board’s responsibilities with respect to (i) the establishment of policies relating to the compensation of its Chief Executive Officer (its “*CEO*”) and its other Executive Officers (as defined below), (ii) the determination of the nature, mix and amounts of the compensation to be paid to the CEO and its other Executive Officers, and (iii) the adoption, administration, and the evaluation of the effectiveness of the Company’s cash and equity incentive compensation plans and programs for its CEO and other Executive Officers. As used in this Charter, the term “*Executive Officer*” shall have the meaning given to that term under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) and the rules promulgated thereunder, and shall include the CEO and the Company’s Chief Financial Officer.

#### B. QUALIFICATIONS FOR MEMBERSHIP ON THE COMMITTEE

At least annually, the Board shall select two or more directors to serve on the Compensation Committee (the “*Committee*”). Each member of the Committee must:

- Meet the independence requirements under the listing rules of the Nasdaq Stock Market (the “*Nasdaq Listed Company Rules*”) and the applicable rules of the Securities and Exchange Commission (the “*SEC*”).
- Be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”) and a “non-employee” director within the meaning of Rule 16b-3 of the Exchange Act.
- Be free of any relationship that, in the judgment of the Nominating and Governance Committee (the “*Governance Committee*”) of the Board, would interfere with a prospective Compensation Committee member’s exercise of independent judgment.

In addition, no member of the Committee shall:

- Accept, directly or indirectly, any consulting, advisory or other compensatory fees, as defined in Rule 5605(d)(2) of the NASDAQ Listing Rules from the Company, except in connection with the member’s service on the Board or any Committee of the Board.
- Be affiliated with the Company or any subsidiary of the Company, other than as a member of the Board or of any of its Committees.

The Board will appoint the members of the Compensation Committee based on an evaluation of the qualifications of the directors by, and the recommendation of, the Governance Committee and such other considerations as the Board may deem relevant. The Board may designate which member of the Compensation Committee will serve as its Chairperson or, if no such designation is made by the Board, then the members of the Committee shall select its Chairperson.

Members of the Compensation Committee shall serve for a period of one year, except that the Board shall have the sole power and authority (i) to replace or remove any of the members of the Committee for any reason or no reason, at any time, and (ii) to fill any vacancies that may occur on the Committee.

### **C. COMMITTEE RESPONSIBILITIES**

The Committee's responsibilities shall include:

1. Determining and overseeing the compensation arrangements of and any perquisites to be afforded to the CEO and the other Executive Officers, including, but not limited to, the approval of all employment, retention, retirement, termination, change of control and severance agreements that are proposed to be entered into by the Company or any of its subsidiaries with the CEO or any other of the Company's Executive Officers.

2. Determining the composition of the compensation to be paid to the CEO and each of the other Executive Officers, including, but not limited to, the mix between (i) the salaries or any other guaranteed forms of compensation to be paid to, and (ii) the performance-based contingent cash and equity compensation which may be earned by, the CEO and other Executive Officers.

3. Reviewing and approving compensation strategies that are designed:

- to reward Executive Officers for their respective contributions to the Company's financial performance, as measured by various performance criteria as the Committee deems appropriate, which may include (without limitation) the Company's actual or adjusted cash flows, gross income, operating income, operating expenses or profitability; and
- to align the financial interests of the Company's Executive Officers to the financial interests of the Company's stockholders.

4. Reviewing and determining the competitiveness of the compensation being paid to the Company's CEO and other Executive Officers to enable the Company to retain them and, when the need arises, to attract new Executive Officers.

5. Adopting compensation plans and programs that are designed:

- to focus the CEO and other Executive Officers on, and reward them for, achieving the Company's business and financial objectives, as determined by the Board; and
- to align the financial interests of the CEO and other Executive Officers with the financial interests of the Company's stockholders by rewarding our CEO and other Executive Officers for actions that result in increases in stockholder value.

6. Reviewing and approving each Executive Officer's annual base salary, both short and longer term incentive opportunities, and any employment, change of control, severance or retirement agreements or arrangements proposed to be entered into with, and any special or supplemental benefits proposed to be afforded to, any of the Company's Executive Officers. In evaluating and determining the compensation of the CEO and other Executive Officers, the Committee shall consider the results of the most recent stockholder advisory vote on

executive compensation (“*Say-on-Pay Vote*”) required by Section 14A of the Exchange Act. The Committee may consult with the Company’s CEO regarding the compensation to be paid and the benefits to be afforded to other Executive Officers. However, the CEO may not participate in the deliberations of the Committee or its decisions with respect to his or her compensation or benefits.

7. Determining the nature and mix and terms of equity incentive grants that are made to the CEO and other Executive Officers and the financial performance or other goals or targets on which the vesting of such equity incentives will be dependent.

8. Determining individualized performance objectives (or “MBOs”) for each of the CEO and other Executive Officers and the percentages of their total compensation that will be made contingent on the achievement of those objectives.

9. Setting the CEO's compensation level based not only on the factors set forth above, but also such other criteria and information as the Committee deems appropriate, which may include a comparison of the CEO’s compensation to the then prevailing salaries and incentive compensation opportunities afforded to the chief executive officers of other publicly traded companies that are comparable to the Company in terms of median annual revenues, median market capitalizations or other criteria as the Committee deems appropriate.

10. Following the end of each fiscal year, determining whether and the extent to which the Company has achieved the financial or other Company performance goals or objectives, and each Executive Officer has achieved his or her MBOs, on which each Executive Officer’s compensation is conditioned.

11. Reviewing the Company’s Executive Officer and employee compensation policies and practices to assess whether or not they create incentives that would pose material risks to the Company and adopting measures, including changes in compensation plans and programs, that are designed to mitigate those risks.

12. Reviewing trends in compensation, overseeing the development or formulation of new, and changes to existing, cash and equity incentive plans.

Notwithstanding the foregoing, Board approval must be obtained for any action which, pursuant to applicable laws, governmental regulations or listing rules, or the Company’s Certificate of Incorporation or Bylaws, requires the approval of the Company’s stockholders.

## **E. OTHER COMMITTEE POWERS AND AUTHORITY**

The Committee shall have the sole power and authority:

1. To establish, and delegate authority to, subcommittees as and when it deems appropriate, *provided* that the members of such subcommittees must be directors who qualify for membership on the Committee (as set forth above in this Charter).

2. To engage, at the expense of the Company, an outside compensation consultant (a “*Compensation Consultant*”) and any accounting, legal or other advisors, as the Committee deems advisable, to assist the Committee in evaluating and determining appropriate levels of compensation for the CEO and other Executive Officers or in structuring, determining the terms of and approving cash and equity incentive plans or programs for them. As part of the process of selecting and engaging a Compensation Consultant, the Committee shall consider the following:

- whether the Compensation Consultant, or his or her employer, is providing or in the past has provided other services to the Company;
- the amount of any fees which the Compensation Consultant or any of its affiliates have received from the Company, other than for services for which the Consultant has been engaged by the Committee in connection with the performance by the Committee of its responsibilities;

- the policies and procedures of the Compensation Consultant, or his or her employer, that are designed to prevent conflicts of interest;
- whether any business or personal relationship exists between the Compensation Consultant, or any of its management or other key personnel, on the one hand, and the Company's CEO or any of its other Executive Officers or any member of the Committee or Board, on the other hand;
- whether the spouse or any other member of the immediate family of any officers or key employees of the Compensation Consultant is employed by the Company; and
- whether the Compensation Consultant or any of its officers or other key management personnel (or members of their immediate families) own any stock or other securities of the Company.

Consideration of the above factors shall not be required in connection with the selection of a Compensation Consultant for an engagement that is limited to: (a) consulting on any broad-based employee benefit plan or program that is generally available to all full-time salaried employees and does not discriminate in scope, terms or operation in favor of Executive Officers or directors of the Company; or (b) providing information that either is not customized for the Company or, although customized for the Company, is based on parameters that are not developed by the Consultant and about which the Consultant does not provide advice to the Committee.

3. To determine the terms on which compensation and other consultants or advisors shall be engaged by the Committee, including, but not limited to, the compensation to be paid to them for their services, and to terminate the engagement of any such consultant or advisor as the Committee deems appropriate or advisable.

4. To review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related tabular disclosures and footnotes for inclusion in the Company's proxy statement for each of its annual stockholder meetings and determining whether or not to recommend to the full Board that the CD&A be included in such proxy statement.

5. To review, and recommend to the Board for its approval, the frequency with which the Company should conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote with respect thereto, and reviewing and approving the proposals regarding the Say-on-Pay Votes and their frequency to be included in the Company's proxy statement for each annual meeting of stockholders.

6. To present periodic reports to the Board regarding actions being considered or that have been taken by the Committee, provided that any reports to be presented with respect to the Committee's evaluation of the performance and/or compensation of any Executive Officer who also serves as a member of the Board will be made in executive session, outside of the presence of such Executive Officer.

7. To perform such additional duties and responsibilities as may be assigned to the Committee under applicable law or the Company's Bylaws or by the Board.

## **E. MEETINGS OF THE COMMITTEE**

The Committee will meet no less frequently than two (2) times per year as determined by the Committee's Chairperson, or upon the request of any two of its members. A quorum, consisting of majority of the members of the Committee, must be present, in person or by conference telephone or video, for any business to be transacted at any meeting of the Committee. If a quorum is present at any meeting of the Committee, then actions may be taken at that meeting by the affirmative vote of a majority of the members in attendance at the meeting. The Committee also may take action by the written consent of a majority of its members.

The Committee Chairperson shall determine the time, place and method for holding, and the agenda for, all Committee meetings and, when present, shall preside over such meetings.

The Chairperson also shall prepare and present the Committee findings, reports and recommendations to the Board; but may, from time to time, delegate that responsibility to another member of the Committee.

**F. EVALUATION OF COMMITTEE PERFORMANCE AND CHARTER**

On an annual basis, the Committee shall review and assess:

- The Committee's performance.
- The adequacy of this Charter and, in connection therewith, shall recommend any proposed changes to the Board for its approval.