

LIVE VENTURES INCORPORATED

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Live Ventures Incorporated (the “**Company**”) has approved and adopted the following Charter to define the Governance and Nominating Committee’s (the “**Committee**”) composition, responsibilities, and operations.

I. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s corporate governance policies; director independence; the size, structure, and composition of the Board and its committees; the annual Board and committee evaluation process; and Board candidates; as more fully set forth in Section III of this Charter. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the members of the Board or the members of the Committee.

II. COMPOSITION

The Committee will consist of not less than two members of the Board, each of whom will be an “independent director” as required by the rules of The Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission. The members of the Committee will be appointed by the Board and subject to annual reconfirmation. The Board will designate one member of the Committee as the Committee’s chairperson. The members of the Committee may be removed by the Board at any time with or without cause.

III. RESPONSIBILITIES AND DUTIES

The Committee will have the following responsibilities and duties:

A. Develop and recommend to the Board for its approval a set of corporate governance guidelines applicable to the Company and review such guidelines at least annually and, as appropriate, recommend changes to the Board.

B. Recommend to the Board candidates for election or reelection as directors at each annual meeting of stockholders and recommend candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

C. Review the qualifications of directors for continued service on the Board.

D. Develop and recommend to the Board criteria to identify and evaluate prospective Board member candidates, including leadership qualities, diversity, and ability to represent Company stockholders in the context of current Board composition and Company circumstances.

E. Periodically assess and make recommendations to the Board regarding the size, composition, and leadership structure of the Board.

F. Review and assess director independence with respect to continuing and prospective directors and make recommendations to the Board.

G. Recommend to the Board for approval the directors to serve or be removed as members of each committee and any subcommittee and to recommend additional committee members to fill any vacancies.

H. Review periodically and make recommendations to the Board concerning procedures for stockholders and other interested parties to communicate with the Board. Review and discuss with management any matters proposed by stockholders to be considered at the annual meeting of stockholders and make recommendations to the Board regarding the response to such proposals.

I. Monitor the orientation and training needs of directors and recommend action to the Board and individual directors with respect to such orientation and training needs.

J. Oversee the annual Board performance evaluation process, including performance evaluation of each committee of the Board under the respective charters and evaluation of the skills of individual Board members.

K. Review annually this Charter and, as appropriate, recommend changes to the Board.

L. Perform any other activities consistent with this Charter and applicable law as the Committee or the Board may deem appropriate.

IV. MEETINGS

The Committee will meet at least two times annually at such times and places as it deems necessary to fulfill its duties under this Charter. The Committee will report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and will 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.

V. RESOURCES AND AUTHORITY

The Committee will have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, including third-party search firms to assist in identifying and evaluating potential nominees to the Board, as it deems appropriate, without seeking approval of the Board or management. In fulfilling its responsibilities, the Committee will have the authority to delegate its authority to subcommittees or to one or more members of the Committee, in each case, to the extent permitted by applicable law.

Effective: May 9, 2023