

LIVE VENTURES INCORPORATED
COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of Live Ventures Incorporated (the “**Company**”) has approved and adopted the following Charter to define the Compensation 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 establishing, reviewing, and reporting compensation of the Company’s executive officers and members of the Board; and administering the Company’s equity-based and certain other compensation plans, 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 three members of the Board, each of whom will be an “independent director” as required by the rules of The Nasdaq Stock Market (“**NASDAQ**”), the rules and regulations of the Securities and Exchanges Commission (the “**SEC**”), and the Internal Revenue Service, as applicable. The members of the Committee will be appointed by the Board based on the recommendations of the Governance and Nominating Committee of the Board and are subject to annual confirmation. 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. *Selection, Evaluation, and Oversight of Advisors*

i. Select, retain, and oversee the work of any compensation consultant, legal counsel, and other adviser retained by the Committee.

ii. Select, or receive advice from, a compensation consultant, legal counsel, or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration, at a minimum, the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel, or other adviser that are designed to prevent

conflicts of interest;

- any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser, or the person employing the adviser with an executive officer of the Company.

B. *Executive Compensation*

i. Review the competitiveness of the Company's executive compensation programs to ensure; the attraction and retention of corporate officers; the motivation of corporate officers to achieve the Company's business objectives; and to align the interests of key leadership with the long-term interests of the Company's stockholders.

ii. Review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.

iii. Review the performance of executive management.

iv. Review and approve the Company's Chief Executive Officer (the "**CEO**") goals and objectives, evaluate CEO performance considering these corporate objectives, and recommend to the Board for approval CEO compensation, including salary, bonus, and other cash compensation, consistent with those objectives and company philosophy.

v. Approve the salaries, bonuses, and other cash compensation for non-CEO officers.

vi. Review and recommend to the Board for approval compensation for non-employee members of the Board, including but not limited to the following elements: retainer, meeting fees, committee fees, committee chair fees, equity or stock compensation, benefits, and perquisites.

C. *Incentive Compensation, Equity Grants, and Benefits*

i. Review and recommend to the Board for approval short-term incentive cash compensation plans.

ii. Review and discuss with the Board and executive officers plans for officer development and corporate succession plans for the CEO and other officers.

iii. Review and make recommendations concerning long-term incentive compensation plans.

iv. Except as otherwise delegated by the Board, act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans.

v. Recommend Board approval for submission to the stockholders of any equity incentive plans or amendments thereto.

D. *Miscellaneous*

i. Review and discuss with the Company's management the Compensation Discussion and Analysis (the "**CD&A**") to be included in the Company's annual proxy statement (the "Proxy"), determine whether to recommend to the Board that the CD&A be included in the Proxy, and provide the report of the Committee required to be included in the Proxy pursuant to SEC rules and regulations.

ii. Conduct an annual evaluation of the performance of its duties under this Charter.

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

iv. 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 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