



Compensation Committee Charter

(Amended & Restated as of September 18, 2013)

This Amended and Restated Compensation Committee Charter (this "*Charter*") was adopted on September 18, 2013 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 flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it 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 the Company's Executive Officer compensation policies, (ii) the determination of the amounts and nature of the compensation to be paid by the Company to its Chief Executive Officer ("CEO") and its other Executive Officers, and (iii) the administration, and the evaluation of the effectiveness, of the Company's cash and equity incentive compensation plans and programs for its Executive Officers.

B. QUALIFICATIONS FOR MEMBERSHIP ON THE COMMITTEE

At least annually, the Board shall select not less than three directors to serve on the Compensation Committee (the "*Committee*"). Each member of the Committee must:

- Meet the independence requirements under the NASDAQ Listing Rules and the applicable rules of the Securities and Exchange Commission.
- 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 Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Be free of any relationship that, in the judgment of the Board, would interfere with his or her 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, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

The Board's Nominating and Governance Committee will evaluate the qualifications of the Company's directors to serve on the Committee and, based thereon, will recommend to the Board the directors the Committee believes should be appointed as the members of the Committee. Based on those recommendations and such other considerations as the Board may deem relevant, the Board will appoint the members of the Committee. Committee members shall serve for a period of one year unless a member resigns or is replaced by the Board. However, the Board retains the power and authority to replace or remove members of the Committee at any time.

C. COMMITTEE RESPONSIBILITIES

The Committee's responsibilities shall include:

1. Overseeing all aspects of executive officer compensation arrangements and perquisites, including approval of all

employment, retention, retirement, termination and severance agreements that are to be entered into by the Company or any of its subsidiaries with any of its Executive Officers.

2. Reviewing from time to time and approving compensation strategies that are designed to reward management appropriately for its contributions to Company growth and profitability and to further the Company's strategic objectives and the interests of the Company's stockholders.
3. Reviewing the competitiveness of the Company's executive compensation programs to enable the Company:
 - to retain existing, and when the need arises to attract new, Executive Officers;
 - motivate Executive Officers to achieve the Company's business and financial objectives; and
 - fashion or structure compensation programs designed to align the interests of the Company's Executive Officers with the long-term interests of the Company's stockholders and the Company's corporate and financial goals.
4. Reviewing and approving, annually, the compensation of the Company's CEO and other Executive Officers, including reviewing and approving each Executive Officer's annual base salary, both short and longer term incentive opportunities, and any employment, 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 Executive Officers. In evaluating and determining the compensation of the 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 other Executive Officers. However, the CEO may not participate in the deliberations of the Committee or its decisions with respect to such compensation or benefits.
5. With respect to the compensation of the CEO:
 - reviewing and approving the corporate goals and objectives on which cash bonus and equity incentive compensation for the CEO will be based and determined;
 - evaluating the CEO's performance in light of those corporate goals and objectives and the importance to the Company's success of retaining the CEO; and
 - setting the CEO's compensation level based on the factors set forth above and such other criteria and information as the Committee deems appropriate.
6. Consulting with and seeking the advice of the Company's senior management concerning the appropriateness and efficacy of the Company's employment policies, practices and compensation plans.
7. Reviewing the Company's Executive Officer and employee compensation policies and practices to assess whether or not they create improper incentives that would result in material risks to the Company.
8. Overseeing the administration of the Company's cash and equity incentive compensation plans and programs and determining and approving the awards to be made thereunder to the Company's CEO and other Executive Officers.
9. Reviewing trends in compensation, overseeing the development or formulation of new cash and equity incentive plans, and making recommendations to the Board with respect to the adoption of or revisions to such plans.
10. Reviewing and discussing with management the Compensation Discussion and Analysis ("CD&A") and related tabular disclosures and footnotes for inclusion in the Company's proxy statements for its annual stockholder meetings and determining whether or not to recommend to the full Board that the CD&A be included in such proxy statements.
11. Reviewing and recommending 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 statements for annual meetings of its stockholders.
12. Presenting 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.
13. Performing such additional duties and responsibilities as may be assigned by law, the Company's Bylaws or by the Board.

Notwithstanding the foregoing, the following actions also must be reviewed by and will require the approval of the Board before

they may be implemented: (a) any action that is required by law or regulation to be submitted to the Company's stockholders for approval, and (b) the approval, amendment or termination of any Executive Officer's change of control or severance agreements.

D. COMMITTEE POWERS AND AUTHORITY

The Committee shall have the sole power and authority:

1. To form, and delegate authority to, subcommittees when it deems it to be 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, outside compensation consultants, legal counsel and accounting or human resources advisors, to assist the Committee in evaluating and determining appropriate levels of compensation for the CEO and other Executive Officers and in structuring, determining the terms of and approving cash and equity incentive plans or programs for them. As part of the process of selecting an outside compensation consultant (a "Consultant"), the Committee shall consider the following:
 - whether the 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 Consultant, or his or her employer, has received from the Company, other than for services for which the Consultant has been engaged by the Committee in connection with the performance of its responsibilities;
 - the policies and procedures of the Consultant's employer that are designed to prevent conflicts of interest;
 - whether any business or personal relationship exists between the Consultant any member of the Committee or with any Executive Officer of the Company;
 - whether the Consultant or his or her employer owns any stock or other securities of the Company; and
 - whether the spouse or any other member of Consultant's immediate family is employed by the Company.

Consideration of the above factors shall not be required in connection with the selection of a 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 the compensation to be paid to them for their services, and to terminate the engagement of any such consultant or advisor.

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 unanimous written consent 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, recommend any proposed changes to the Board for approval.