

LIVE VENTURES INCORPORATED
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Live Ventures Incorporated (the “**Company**”) has developed these Corporate Governance Guidelines (the “**Guidelines**”) to help it fulfill its responsibilities to stockholders. The Guidelines assure that the Board has the authority and practices in place to review and evaluate the Company’s business operations, and to make decisions that are independent of the Company’s management. The Board may refine or change these Guidelines as necessary or advisable to achieve these objectives but is expected to review these guidelines annually.

I. BOARD PURPOSE AND RESPONSIBILITIES

The Board represents and acts on behalf of all stockholders of the Company. The Board, acting either as a whole or through its committees, is responsible, among other things, for establishing, and helping the Company achieve business and organizational objectives through oversight, review, and counsel. The Board, acting either as a whole or through its committees, also:

- A. approves and monitors critical business and financial strategies of the Company;
- B. reviews and assesses major risks facing the Company and options for their mitigation;
- C. approves and monitors major corporate actions;
- D. oversees processes designed to ensure compliance with applicable laws and regulations and the Code of Ethics and Business Conduct (the “**Code**”), including maintaining a strong compliance culture and risk-based decision-making;
- E. oversees processes designed to ensure the accuracy and completeness of the Company’s financial statements;
- F. monitors the effectiveness of the Company’s internal controls;
- G. selects, evaluates, and sets appropriate compensation for the Company’s Chief Executive Officer;
- H. oversees succession planning for the Chief Executive Officer position;
- I. reviews the recommendations of Company management for, and elects, the Company’s principal officers;
- J. oversees the compensation of the Company’s principal officers appointed by the Board; and

K. selects the chairperson of the Board.

II. BOARD COMPOSITION AND SELECTION; INDEPENDENT DIRECTORS

A **Board Size.** The Board believes that up to five members is an appropriate size based on the Company's present circumstances. The Board periodically evaluates whether a larger or smaller number of directors would be preferable.

B. **Selection of Board Members.** The Company's stockholders elect Board members annually. Directors, through the Governance and Nominating Committee, recommend to the Board director candidates for nomination and election at the annual meeting of stockholders or for appointment to fill vacancies. The Board, through the Governance and Nominating Committee, annually reviews the applicable skills and characteristics required of Board nominees in the context of current Board composition and Company circumstances. The Board may use a variety of sources, including executive search firms and stockholder recommendations, to identify director candidates.

The Board, through the Governance and Nominating Committee, will consider candidates recommended by stockholders. Stockholders may submit director candidate suggestions in writing to the attention of the Corporate Secretary of the Company, providing the candidate's name and qualifications for service as a Board member, a document signed by the candidate indicating the candidate's willingness to serve, if elected, and evidence of the stockholder's ownership of Company stock. A stockholder wishing to nominate a candidate must follow the procedures described in the Company's annual proxy statement for making stockholder proposals.

C **Board Composition – Mix of Management and Independent Directors.** The Board intends that, when required to do so by Securities and Exchange Commission regulations or The Nasdaq Stock Market (the "**NASDAQ**") listing standards, a majority of its directors will be independent, as such is defined in the NASDAQ listing standards and applicable laws and regulations. The Board will also consider all other relevant facts and circumstances bearing on independence.

D. **Director Qualifications.** Assessment of a director will include a review of the person's judgment, experience, independence, understanding of the Company's or other related industries, and such other factors as the Governance and Nominating Committee concludes are pertinent considering the current needs of the Board. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity, and age. The Governance and Nominating Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominee to join the Board. The chairperson of the Board should extend the Board's invitation to join the Board.

E. **Term and Tenure.** The Board recognizes the importance of periodic board refreshment and maintaining an appropriate balance of tenure, experience, and perspectives on the Board. The Board values the contributions of both newer perspectives as well as directors who have developed extensive experience and insight into the Company during the course of their service on the Board. As a result, the Board does not believe arbitrary term limits on director's

service are appropriate. At the same time, the Board believes that directors should not have an expectation of being renominated annually and that the Board's annual performance evaluation is a key component of its director nomination process. The Board considers at least annually the average tenure and overall mix of individual director tenures of the Board, the overall mix of the diverse skills, knowledge, experience, and perspectives of directors, each individual director's performance and contributions to the work of the Board and its committees, along with other factors the Board deems appropriate as part of board succession planning and the nomination of directors.

F. **Directors with Significant Job Changes.** Any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board. The Governance and Nominating Committee will evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria considering his or her new occupational status.

G. **Board Leadership.** The directors annually elect a chairperson of the Board. The Board does not have a policy as to whether the chairperson should be an independent director, an affiliated director, or a member of management. If considered appropriate, the chairperson of the Board's Governance and Nominating Committee will serve as Lead Independent Director if the chairperson is not an independent director and will coordinate the activities of the independent directors, is authorized to call meetings of the independent directors and chair executive sessions of the independent directors, and will perform other duties either specified in these guidelines or assigned from time to time by the Board. Examples of circumstances in which a Lead Independent Director may be considered appropriate include when the chairperson may be unavailable and when the chairperson's responsibilities may conflict with the Board's oversight duties.

H. **Other Boards and Committees.** Without approval from the Board, no director may serve on more than three public company boards (including the Company's Board) and no member of the Audit Committee may serve on more than two public company audit committees (including the Company's Audit Committee). In addition, directors who serve as Chief Executive Officer or Chief Financial Officer, or in equivalent positions, should not serve on more than two public company boards (including the Company's Board) other than their employer's board.

In calculating service on a public company board or audit committee, service on a board or audit committee of a parent and its owned subsidiary counts as service on a single board or audit committee. Any Audit Committee member's service on over two public company audit committees will be subject to the Board's determination that the member is able to effectively serve on the Company's Audit Committee and the disclosure of that determination in the Company's annual proxy statement. The Governance and Nominating Committee will consider the nature of, and time involved in, a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to Company stockholders. Service on boards and/or committees of other organizations should follow the Company's conflict of interest policies.

I. **Ethical Conduct.** The Code is an extension of the Company's values and reflects the Company's continued commitment to ethical business practices and legal compliance. The

Code covers a wide variety of areas, and each director is expected to be familiar with and adhere to the Code.

III. BOARD ORIENTATION AND EDUCATION

A. **Orientation.** Each newly elected director will participate in an orientation program that will include a review of the Company's financial position and recent financial results, risk management program, internal audit program, compliance program, Code, business plan (focused on key businesses and business objectives), and Board procedures as presented by the Company's Chief Executive Officer, President, Chief Financial Officer, General Counsel, Chief Operating Officer, and other senior executives. The directors will receive additional information about these subjects through their regular meetings, meeting materials, presentations at meetings, and copies of corporate organizational documents, periodic filings, and significant presentations made to analysts and investors.

B. **Continuing Education.** Sometimes, the Company will provide Board members with presentations from Company and/or third-party experts on topics that will assist Board members in fulfilling their responsibilities.

IV. BOARD MEETINGS; INVOLVEMENT OF SENIOR MANGEMENT AND INDEPENDENT DIRECTORS

A. **Board Meetings – Frequency.** The Board will hold four regularly scheduled meetings per year and additional regular or special meetings, as necessary. Directors are expected to attend meetings in person or virtually, except if unusual circumstances make attendance impractical. Directors are expected to attend at least 75% of Board meetings and meetings of committees on which the serve.

B. **Board Meetings – Agenda.** The chairperson (and the Lead Independent Director if applicable), coordinates with management to set the agenda for each Board meeting, considering suggestions from other members of the Board.

C. **Advance Distribution of Materials.** Information relevant to the Board's understanding of matters to be discussed at an upcoming Board or committee meeting should be distributed before the meeting to all members whenever feasible and appropriate. Each director is expected to review this information in advance to facilitate the efficient use of meeting time. The Board recognizes that certain items to be discussed at meetings are often extremely sensitive and that distributing materials on these matters prior to Board or committee meetings may not be appropriate. Directors are expected to dedicate the time and effort necessary to properly discharge their responsibilities, including reviewing prior to each meeting the materials provided by management such that an informed and robust discussion may take place.

D. **Access to Employees.** The Board has access to Company employees to ensure that directors can ask all questions and glean all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company

personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters considered.

E. **Access to Independent Advisors.** The Board and its committees may retain independent outside auditors and financial, legal, or other advisors. The Company will provide appropriate funding, as determined by the Board or any committee, to compensate those independent outside auditors or advisors, and to cover the ordinary administrative expenses incurred by the Board and its committees in performing their duties. Before retaining any such advisor, the Board or the relevant committee will evaluate the advisor's independence consistent with applicable regulations and listing standards. It is the policy of the Board that any advisor that it retains must be independent of Company management.

F. **Executive Sessions of Independent Directors.** At each quarterly Board meeting, time is set aside for the independent directors to meet in executive session without Company management present. Additional executive sessions may be held as needed. Executive sessions are called and chaired by the chairperson (or the Lead Independent Director if applicable). These executive session discussions may include such topics as the independent directors determine.

G. **Confidentiality.** To foster open discussions, the proceedings and deliberations of the Board are confidential. Consistent with their fiduciary duties, directors will maintain the confidentiality of non-public information received from the Company or its advisors or otherwise acquired while serving in the capacity of director.

V. COMMITTEES

A. **Number and Type of Committees.** The Board has three standing committees – the Audit Committee, Governance and Nominating Committee, and Compensation Committee. The Board may add new committees as it deems advisable in fulfilling its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with Company Bylaws and the committee's charter.

B. **Composition of Committees and Committee Chairpersons.** Each of the standing committees shall consist solely of independent directors. The Board appoints committee members and committee chairpersons using criteria it determines to be in the best interest of the Company and its stockholders. The Board considers periodic rotation of committee members and chairpersons, considering the benefits of continuity and experience, and applicable legal, regulatory, and stock exchange listing requirements.

C. **Committee Meetings and Agenda.** The chairperson of each committee develops, together with management, the committee's agenda and objectives for committee meetings. The chairperson and committee members will determine the frequency and length of committee meetings consistent with the committee's charter.

VI. COMMUNICATIONS WITH STOCKHOLDERS

A. **Stockholder Communications to the Board.** The Board believes that management speaks for the Company. Sometimes, at management's request, individual Board members may meet or communicate with constituencies involved with the Company. Where comments from the Board are appropriate, they will normally come from the chairperson of the Board.

B. **Attendance at Annual Stockholders Meeting.** Directors are expected to attend the Company's annual stockholder meeting in person or virtually, except if unusual circumstances make attendance impractical.

VII. PERFORMANCE EVALUATIONS AND SUCCESSION PLANNING

A. **Annual Officer Evaluation.** The Board, or its Compensation Committee, shall establish an evaluation process for reviewing the performance of the Company's executive officers. The evaluation results are reviewed and discussed with the Board including its independent directors, and the results are communicated to each executive officer as appropriate.

B. **Management Succession.** The Board will determine policies and principles for selection of the Chief Executive Officer and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board, with input from the Compensation Committee, will oversee senior management development and the planning for succession to senior positions.

C. **Board and Committee Self-Evaluation.** Each year, the Board and its Committees conduct evaluations to assess their effectiveness and adherence to the Guidelines and policies adopted by the Board, and committee charters, and to identify opportunities to improve Board and committee performance.

i. *Board Evaluation* – The Directors conduct an annual evaluation of the structure and performance of the Board and each of its members, compliance with the Guidelines, and identify areas in which the Board could improve its performance.

ii. *Committee Evaluations* – Each Committee conducts an annual performance evaluation and reports the results to the Board. Each committee's report includes an assessment of the committee's compliance with the committee's charter, as well as identification of areas in which the committee could improve its performance.

VIII. COMPENSATION

A. **Board Compensation Review.** The Board believes that director compensation should be based on time spent carrying out Board and committee responsibilities and be competitive with comparable companies. The Board also believes that a significant portion of director compensation should align director interests with the long-term interests of stockholders. Company management will periodically report to the Board or its Compensation Committee how

the Company's director compensation practices compare with those of other public corporations in our peer group.

B. Director Stock Ownership. To align the interests of directors and stockholders, the Board encourages all directors to have a significant financial stake in the Company.

C. Policy on Hedging. Consistent with the Company's Policy on Hedging, directors and executive officers are prohibited from hedging their ownership of Company stock, including trading in options, puts, calls, or other derivative instruments related to Company stock or debt. Directors and executive officers are prohibited from purchasing stock on margin and must secure prior approval from the Board for borrowing against Company stock held in a margin account or pledging Company stock as collateral for a loan.

Effective: September 23, 2024