

LIQUIDITY SERVICES, INC.
CLAWBACK POLICY

December 22, 2014

In the event that the Liquidity Services, Inc. (the “Company”) Board of Directors (the “Board”) determines that the Company is required to restate its financial results due to material non-compliance with any financial reporting requirement under the securities laws as generally applied, the Board will review all bonus and other incentive payments that were made to any executive officers (regardless of whether continuing to serve in such position at the time of the Board’s review) taking into consideration the Company’s financial results (whether determined under GAAP or on a non-GAAP basis) and all performance-based equity awards held by executive officers that were earned or vested on the basis of having met or exceeded financial results (whether determined under GAAP or on a non-GAAP basis), in each case to the extent such awards were paid, earned and/or vested after December 22, 2014 and during the three years prior to the date that the Company determines that such restatement is required.

If the Board or its applicable committee determines that such payments or the amounts of such awards earned/vested would have been lower had they been determined or calculated based on such restated results, the Board will, to the extent permitted by governing law, seek to recoup for the benefit of the Company the value of such payments made to and/or equity awards earned by such executive officers whom the Board determines engaged in misconduct that caused or contributed to such non-compliance or who failed to supervise or monitor the conduct of any such person, unless the Board in its sole discretion determines that under the particular circumstances it is not in the Company’s best interests to seek to recoup such amounts.

The Company may effect such recoupment by requiring such executive officers to pay such amount(s) to the Company, by set-off, by reducing future compensation, or by such other means or combination of means as the Board determines to be appropriate.

For purposes of this policy, the term “executive officers” shall have the meaning given such term in Rule 3b-7 under the Securities Exchange Act of 1934, as amended.

If any provision of this policy is determined to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted by applicable law, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.