

LIQUIDITY SERVICES, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Liquidity Services, Inc. (the “Company”) is to assist the Board in the discharge of its responsibilities relating to compensation of the Company’s directors and executives, and administer and implement the Company’s incentive-compensation plans and equity-based plans.

II. Committee Membership

The Compensation Committee shall be composed of two or more members of the Board, each of whom shall meet the definition of (a) independence for Board and compensation committee members as set forth in the listing standards of The NASDAQ Stock Market and determined by the Board; (b) a “nonemployee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (c) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “I.R.C.”).

The members and the Chair of the Compensation Committee shall be appointed annually by the Board on the recommendation of the Corporate Governance and Nominating Committee.

III. Meetings

The Compensation Committee shall meet at least three times annually and shall meet more frequently as circumstances require. The Chair shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making subcommittee assignments and reporting for the Compensation Committee to the Board. The Compensation Committee may request any officer or employee of the Company, or any outside advisor, to attend a meeting of the Compensation Committee or to meet with any members of, or advisors to, the Compensation Committee.

IV. Responsibilities and Duties

The following duties and responsibilities have been delegated by the Board to the Compensation Committee:

1. Oversee the Company’s overall compensation structure, policies and programs, and assess whether the Company’s compensation structure establishes appropriate incentives for management and employees.
2. Oversee the assessment of the risks associated with the Company’s compensation programs for management and employees, and review and discuss the risk assessment conducted with respect to the Company’s compensation programs.
3. Conduct an annual performance assessment of the Chief Executive Officer and review and approve annually corporate goals and objectives relevant to compensation of the Chief Executive Officer and other executive officers (for

these purposes, “executive officers” shall mean the Company’s executive officers within the meaning of Section 16 of the Exchange Act).

4. Review and approve annually the base salary, incentive and equity-based compensation awards and other compensation for the Chief Executive Officer based upon an evaluation of the Chief Executive Officer’s performance, effectiveness and other relevant considerations in light of the corporate goals and objectives described above. The Chief Executive Officer may not be present during voting or deliberations on his compensation.
5. Review and approve base salaries, incentive and equity-based compensation awards and other compensation for all other executive officers, based upon the recommendation of the Chief Executive Officer and an evaluation of each officer’s performance, effectiveness and other relevant considerations in light of the corporate goals and objectives described above.
6. Have the authority to delegate to the Chief Executive Officer (and his or her designees) specific compensation decisions for officers who are not Section 16 officers.
7. Review and approve any employment-related agreements, any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, with the Chief Executive Officer and other executive officers, if applicable.
8. Periodically review and make recommendations to the Board with respect to the compensation of members of the Board who are not executive officers.
9. Administer and implement the Company’s incentive compensation plans and equity-based plans, including, but not limited to, (a) approving option grants and restricted unit or other awards for executive officers; (b) approving a pool of option grants and restricted unit or other awards available for issuance by the Company to employees other than executive officers, (c) interpreting the plans, (d) determining rules and regulations relating to the plans, (e) modifying or canceling existing grants or awards and (f) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.
10. Assess annually the desirability of proposing and make recommendations to the Board with respect to (a) any new incentive-compensation plans and equity-based plans and (b) any amendments to, including increase in shares reserved for issuance under, existing plans.
11. Administer and make recommendations to the Board regarding the adoption, amendment or rescission of the Company’s retirement, excess benefit and deferred compensation plans, if any.
12. Assess the results of the Company’s most recent advisory vote on executive compensation.
13. With respect to outside consultants or other advisors that the Compensation Committee selects as the Compensation Committee considers necessary in discharging its independent oversight role, have the authority, in its sole discretion, to retain and terminate such outside consultant or other advisor, be

directly responsible for the appointment, compensation and oversight of the work of such consultant or advisor, and receive appropriate funding from the Company, as determined by the Compensation Committee, for payment of compensation of such consultant or advisor.

14. Assess the independence of any consultants and other advisors (whether retained by the Compensation Committee or management), who provide advice to the Compensation Committee in accordance with NASDAQ listing standards.
15. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and oversee preparation of the compensation committee report required by SEC rules for inclusion in the Company's annual report and proxy statement.
16. Annually review the performance of the investment funds offered through the Company's 401(k) retirement plan, performance of trustees and investment advisors, and the performance of the plan committees in the discharge of their duties.
17. Have the authority to delegate its authority to subcommittees, as the Compensation Committee deems appropriate consistent with applicable laws, rules and regulation; provided that any subcommittees shall report any actions taken by them to the whole Compensation Committee at its next regularly scheduled meeting.
18. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
19. Review annually its own performance as compared to the requirements of this Charter.
20. Report regularly to the Board with respect to its activities.
21. Have such other authority and responsibilities as may be assigned to it from time to time by the Board. The scope of authority delegated herein to the Compensation Committee shall include the power to engage in other activities that are within the general scope of the Compensation Committee's responsibilities.

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Adopted by the Board of Directors on August 2, 2016.