

A-MARK PRECIOUS METALS, INC.
COMPENSATION COMMITTEE CHARTER
(As Amended Effective August 20, 2024)

This Charter (this “Charter”) of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of A-Mark Precious Metals, Inc. (the “Company”) has been adopted by the Board.

I. Purpose

The purpose of the Committee is to assist the Board in the discharge of the Board’s responsibilities relating to compensation of the Company’s executives, other employees non-employee directors and other service providers.

II. Membership; Organization; Meetings

The membership of the Committee shall consist of three or more directors as determined by the Board, each of whom shall be free of any relationship that, in the opinion of the Board, may interfere with such member’s individual exercise of independent judgment. Each Committee member shall also meet the independence requirements for serving on compensation committees under the listing standards of the Nasdaq Global Select Market, and shall qualify as “Non-Employee Director” under Rule 16b-3(b)(3) under the Securities Exchange Act of 1934 (the “1934 Act”). In addition, each member of the Committee shall be literate in compensation and benefit-related matters, and shall have experience in general management, law, finance or other relevant areas, and shall have knowledge of the Company. No action of the Committee shall be deemed to be invalid or beyond the authority of the Committee because, at the time the action was taken, the Committee’s composition or any member failed to meet the requirements of this paragraph.

The Board, by resolution of a majority of the non-employee directors, shall appoint (and may remove with or without cause at any time) the members of the Committee. The Chair of the Committee shall be appointed by the Board, but if the Board has not done so the members of the Committee shall elect a Chair of the Committee by majority vote of the full Committee membership. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board and maintaining regular liaison with the appropriate members of the Company’s management.

The Committee shall meet at least two times annually or more frequently as circumstances dictate. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee. The Chair of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting and any member of the Committee may do so upon due notice to each other member at least forty-eight hours prior to the meeting. At the request of the Committee upon reasonable notice, any officer or employee of the Company (including its subsidiaries) or the Company’s outside counsel shall attend a

Committee meeting or meet with any of the Committee's members or consultants or advisors. Minutes shall be prepared to report actions taken at meetings.

A member may attend a meeting and participate and vote in person or by telephone, video conferencing or other communications method that allows the member to hear and be heard by all other participating members of the Committee.

III. **Authority**

The Board has delegated to the Committee the full authority of the Board to act on matters relating to compensation of Executives and employees, Company compensation and benefit plans and other matters within the scope of this Charter, provided that the Board also retains its power to act on such matters (which may include over-riding an action of the Committee). Where within this Charter the Committee is authorized to take action to "approve" compensation or any related action, plan or policy, the Committee's action may constitute final approval, may constitute approval subject to the approval of the Board or may constitute a recommendation to the Board for approval. It is understood that Committee decisions on highly significant or non-routine compensation matters (including those relating to non-employee director compensation) will be submitted to the full Board for approval; provided that, unless the Board has specifically directed that a given matter will be subject to approval of the Board, the Committee's reasonable determinations of whether to submit a matter to the Board for approval will be final.

The Committee may, in its sole discretion, retain or obtain the advice of such legal counsel, compensation consultants and/or other advisors ("Advisors") as it deems necessary or appropriate to carry out its duties, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. To the extent required under NASDAQ Marketplace Rule 5605(d)(3)(D), (i) the Committee shall select or receive advice from an Advisor (other than in-house legal counsel) only after taking into consideration all factors relevant to that Advisor's independence, subject to the provisions of Rule 5605(d)(3)(D), and (ii) the Company shall provide and the Board shall approve such funding as the Committee determines is appropriate to pay the reasonable compensation of any such Advisor, as well as for the ordinary administrative expenses of the Committee in carrying out its duties. The Committee will evaluate any potential conflict of interest of an Advisor in accordance with Item 407(e) and other relevant provisions under the 1934 Act.

The Committee and each member shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which information may be received, and (ii) the accuracy of the information provided by such persons or organizations absent actual knowledge to the contrary (which, if material, shall be reported promptly to the Board). Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may delegate authority to a sub-committee of its members to take actions within the scope of the Committee's authority, including for purposes of compliance with legal provisions.

IV. **Responsibilities**

The responsibilities listed in this Section IV are set forth as a guide for the Committee, with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and to take any actions reasonably related to the mandate of this Charter. As used herein, the term “Executives” means the Chief Executive Officer (the “CEO”) and President, other officers of the Company as defined in Rule 16a-1(f) under the 1934 Act and other members of management of the Company (including its subsidiaries) to the extent the Committee has determined to exercise direct oversight of compensation generally or particular compensation items for such other members of management.

The Committee shall:

1. Review the competitiveness of the Company’s compensation programs for Executives to ensure (a) the attraction and retention of Executives, (b) the motivation of Executives to achieve the Company’s business objectives, and (c) the alignment of the interests of Executives with the long-term interests of the Company’s stockholders.
2. Ensure that the following compensation policies remain in effect:
 - a. compensation arrangements shall emphasize pay for performance and encourage retention of those Executives and other employees who enhance the Company’s performance;
 - b. compensation arrangements shall maintain an appropriate balance between the Executive’s salary and his or her annual and long-term incentive compensation;
 - c. compensation components and terms, including performance goals, will seek to promote long-term and sustainable business success and not encourage the taking of excessive risk; and
 - d. cash incentive compensation plans for senior Executives, if applicable, shall link pay to achievement of financial and operating goals set in advance by the Committee.
3. Review trends in management compensation, oversee the development of new compensation plans and revisions of existing plans and approve new plans, revisions to plans and termination of plans.
4. Assist the Board in its oversight of, and discuss with management as appropriate, the Company’s policies and strategies relating to human capital management, including recruiting, retention and diversity.

5. Review the performance of executive management.
6. Review and approve annual and long-term performance goals and objectives for the Company's CEO and President, evaluate their performance against such goals and objectives and other relevant factors and approve compensation of the CEO and President based on the foregoing. When deliberating and voting on the compensation of the CEO, the Committee shall meet in executive session outside of the presence of the CEO.
7. Approve salaries, bonus, equity awards and other compensation of Executives (including newly hired or promoted Executives), and related terms of compensation (including significant perquisites provided to Executives).
8. Approve severance arrangements and other compensation relating to Executives' termination of service or a change in control of the Company.
9. Review the Company's compensation policies and practices for Executives and employees to assess whether such policies and practices could lead to excessive risk taking or are reasonably likely to have a material adverse effect on the Company.
10. Develop and oversee an overall evaluation process and compensation structure for Executives.
11. Approve stock ownership guidelines and related policies to promote long-term ownership of Company stock by Executives and directors, to align their interests with the interests of stockholders.
12. Approve and administer recoupment or "clawback" policies of the Company.
13. Review with management the Compensation Discussion & Analysis report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement and produce the related Compensation Committee Report to be included in the Company's annual proxy statement.
14. Approve long-term incentive compensation plans, including plans providing for stock options and other equity awards for Executives and directors. The Committee will act on behalf of the Board as the "Committee" established to administer equity compensation plans and employee benefit plans for Executives, directors and employees 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; provided, however, that the Committee may delegate to a committee of Executives the authority to serve such function with respect to non-Executive employees of and consultants to the Company.
15. Review the results of any stockholder advisory vote on compensation of the Company's named executive officers, and discuss with management actions and stockholder engagement to respond to such vote or other communications from stockholders relating to compensation.

16. On an annual basis, (a) evaluate the Committee's performance and (b) evaluate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. Review the compensation of directors periodically and approve revisions to the directors' compensation policy and compensation arrangements with directors.
18. Report to the Board on a regular basis on the Committee's actions, recommendations and other matters that the Committee deems appropriate or that the Board requests, and maintain minutes or other records of Committee meetings and activities.