

B. RILEY FINANCIAL, INC.

DIRECTOR RESIGNATION POLICY

Under Article II, Section 2.8(c) of the Amended and Restated Bylaws, as amended, of B. Riley Financial, Inc. (the "**Corporation**"), a nominee for director to the Corporation's Board of Directors (the "**Board**") in an uncontested election is elected if he or she receives a majority of the votes cast in the election. The following procedures address the situation in which a nominee for the Corporation's Board of Directors receives more votes "against" his or her election than votes "for" his or her election (a "**Majority Against Vote**").

By accepting a nomination to stand for election or re-election as a director of the Corporation or an appointment as director to fill a vacancy or new directorship, each candidate, nominee or appointee agrees that if, in an uncontested election of directors, he or she receives a Majority Against Vote, the director shall promptly tender a written offer of resignation (substantially in the form of Exhibit A) to the Board following certification of the stockholder vote from the meeting at which the election occurred. For purposes of this policy, an "uncontested election of directors" is any election of directors in which the number of nominees for election does not exceed the number of directors to be elected.

The Corporate Governance Committee of the Board (the "**Committee**") will promptly consider the director's offer of resignation and recommend to the Board whether to accept the resignation or reject it. The Board will act on the Committee's recommendation within 90 days following certification of the stockholder vote following receipt of the recommendation.

In evaluating the director's resignation, each of the Committee and the Board shall consider all factors they deem relevant, including (i) the perceived reasons for the Majority Against Vote, (ii) the qualifications and tenure of the director, (iii) the director's past and expected future contributions to the Corporation, (iv) the overall composition of the Board and whether accepting the resignation would cause the Corporation to violate any applicable rule or regulation (including Nasdaq Global Market listing standards and federal securities laws) or any of its material agreements, and (v) whether the resignation would be in the best interests of the Corporation and its stockholders.

In determining what action to recommend or take regarding the director's resignation, each of the Committee and the Board may consider a range of alternatives as they deem appropriate, including (i) accepting the resignation, (ii) rejecting the resignation, (iii) rejecting the resignation to allow the director to remain on the Board but agreeing that the director will not be nominated for re-election to the Board at the next election of directors, (iv) deferring acceptance of the resignation until the Board can find a replacement director with the necessary qualifications to fill the vacancy that accepting the resignation would create, or (v) deferring acceptance of the resignation if the director can cure the underlying cause of the Majority Against Vote within a specified period of time (for example, if the Majority Against Vote were due to overboarding, by resigning from other company boards).

After the Board makes a formal decision on the Committee's recommendation, the Corporation shall publicly disclose this action in a Form 8-K filed with the Securities and

Exchange Commission within four business days of the decision. If the Board has determined to take any action other than acceptance of the resignation, the Form 8-K shall also include the Board's rationale supporting its decision.

Any director who tenders his or her offer of resignation pursuant to this policy shall not participate in any deliberations or actions by the Committee or the Board regarding his or her resignation but shall otherwise continue to serve as a director during this period.

If other directors who are members of the Committee receive a Majority Against Vote in the same uncontested election of directors, so that a quorum of the Committee cannot be achieved, then the other independent directors on the Board who received more votes "for" or "in favor" than "against" (or "withheld") in that election will consider and decide what action to take regarding the resignation of each director who received a Majority Against Vote. If three or fewer independent directors on the Board did not receive a Majority Against Vote in the same election, then all independent directors on the Board shall participate in deliberations and actions regarding director resignations except that no director can participate in the vote on his or her own resignation.

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EXHIBIT A

[FORM OF DIRECTOR RESIGNATION]

_____, 20__

The Board of Directors
B. Riley Financial, Inc.
21255 Burbank Boulevard, Suite 400
Woodland Hills, CA

Ladies and Gentlemen:

In accordance with the Director Resignation Policy of B. Riley Financial, Inc. (the "**Corporation**"), I hereby tender my resignation as a member of the board of directors (the "**Board**") of the Corporation, effective as of the date hereof, subject to acceptance of my resignation by the Board as set forth in the Director Resignation Policy.

Please note that my resignation is a result of compliance with the Director Resignation Policy and not as a result of any disagreement between myself and the Corporation, its management, board of directors or any committee of the board of directors.

Sincerely,

[Name]