

*As adopted by the Board of Directors  
on June 23, 2014*

## **GameStop Corp.**

### **COMPENSATION COMMITTEE CHARTER**

#### **I. Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of GameStop Corp. (the “Company”) to: (i) review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation; (ii) evaluate and recommend for approval by the Board non-CEO executive officer compensation, incentive compensation plans, and equity-based plans, policies and programs of the Company, (iii) prepare a report on executive compensation as required to be included in the Company’s proxy statement under applicable rules and regulations and (iv) review the annual Compensation Discussion and Analysis Section of the Company’s proxy statement.

#### **II. Committee Membership and Meetings**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange, applicable securities laws and the Company’s Corporate Governance Guidelines.

The members of the Committee shall be appointed by the Board and selected on the basis of their overall business knowledge, experience and understanding of compensation requirements, demonstrated ability to add substance to key deliberations, and willingness to devote adequate time and effort to Committee responsibilities. Committee members may be replaced by the Board.

A Chair of the Committee shall be appointed by the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

The Committee shall meet on a regularly-scheduled basis as determined by the Committee and additionally as circumstances dictate. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by directors not appointed to the Committee shall be on a non-voting basis.

#### **III. Committee Duties and Responsibilities**

1. The Committee shall annually review and approve corporate goals and objectives relevant to Executive Chairman (if such position is in use) and CEO compensation, evaluate the Executive Chairman's and CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors of the Company (as directed by the Board), determine and approve the Executive Chairman's and CEO's compensation level based on this evaluation. In determining the Executive Chairman and CEO compensation, the Committee should consider factors that the Committee deems appropriate, including, but not limited to, the Company's performance and relative shareholder return, the value of similar incentive awards provided to equivalent positions at comparable companies, results of benchmarking of peer company pay, compensation and awards given to the Executive Chairman and CEO in past years and other criteria as may be required by the New York Stock Exchange and applicable securities laws.
2. Working together with the Executive Chairman and CEO, the Committee shall annually review and approve, for the named executive officers of the Company and any other executives of the Company as deemed appropriate by the Committee and the CEO (the "Executives"), (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change of control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. In making the foregoing determinations, the Committee shall annually review and approve the corporate goals and objectives relevant to the Executives' compensation.
3. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, a compensation consultant, independent legal counsel or other adviser (each, a "Compensation Adviser") in connection with the evaluation of director and/or executive compensation; provided, that the Committee may select, or receive advice from, a Compensation Adviser only after taking into consideration all factors relevant to an assessment of the Compensation Adviser's independence from management, which shall include the following factors: (i) the provision of other services to the Company by the person that employs the Compensation Adviser (the "Compensation Adviser Firm"); (ii) the amount of fees received from the Company by the Compensation Adviser Firm, as a percentage of the total revenue of the Compensation Adviser Firm; (iii) the policies and procedures of the Compensation Adviser Firm that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Compensation Adviser with a member of the Committee; (v) any stock of the Company owned by the Compensation Adviser; and (vi) any business or personal relationship of the Compensation Adviser or the Compensation Adviser Firm with an executive officer of the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. There is no requirement that a Compensation Adviser be independent or that the Committee implement or act consistently with the recommendations of any Compensation Adviser which it

retains. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a Compensation Adviser, including for all fees for additional services of such consultant. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

4. Working together with the Executive Chairman and CEO, the Committee shall annually review and make recommendations to the Board with respect to the compensation programs and policies applicable to the Company's officers and directors, including incentive-compensation plans, equity-based plans and severance and retirement plans.
5. The Committee shall administer and exercise all authority granted to the administering committee under any of the Company's incentive compensation plans, including any stock option, stock purchase, cash bonus, supplemental compensation or similar incentive plan, whether currently existing or hereafter adopted by the Board.
6. The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement. The Committee shall review the Compensation Discussion and Analysis Section of the Company's proxy statement and determine whether to recommend it to the Board for inclusion in the proxy statement.
7. The Committee shall evaluate whether executive compensation arrangements incentivize unnecessary or excessive risk taking by management and implement changes to executive compensation based on its assessment.
8. The Committee shall periodically review and assess all golden parachute arrangements with the CEO and other executive officers of the Company.
9. The Committee may form and delegate authority to subcommittees, when appropriate, to address specific issues identified by the Committee.
10. The Committee shall make regular reports to the Board, including Committee findings, results of CEO or other executive officer performance evaluations, recommendations resulting from compensation evaluations, and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.

13. The Committee shall annually review and recommend to the Board for approval compensation and benefit programs for non-employee directors.
14. The Committee shall periodically, but not less than annually, review and assess, and monitor compliance by executive officers and directors with, the Company's stock ownership guidelines and insider trading policy.
15. This Charter shall be posted on the Company's Website.