

**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) establish and review compensation arrangements for the Company’s executive officers; (ii) establish, review and administer the Company’s equity-based plans and stock ownership guidelines; and (iii) report on executive compensation as required to be included in the Company’s proxy statement under applicable rules and regulations.

**II. Committee Membership and Meetings**

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

The members of the Committee shall be appointed 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 may form and delegate authority to subcommittees, when appropriate, to address specific matters identified by the Committee. 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**

Among its specific duties and responsibilities, the Committee performs the following, to the extent it deems necessary and appropriate, consistent with and subject to applicable laws, as well as rules and regulations promulgated by the Securities and Exchange Commission (“SEC”), NYSE or other regulatory authorities.

1. The Committee establishes and reviews the compensation of the Company’s Chief Executive Officer and all other executive officers, including establishing terms of employment for new executive officers; periodically reviewing and approving compensation for existing executive officers; reviewing and approving any compensation-related goals, including evaluating the satisfaction of such goals; and approving the terms associated with any executive officer’s termination.

2. The Committee shall make recommendations to the Board with respect to incentive-compensation and equity-based plans that are required to be subject to Board approval.
3. The Committee shall administer and exercise all authority granted to it under any of the Company's incentive compensation plans covering primarily executive officers or involving the compensatory issuance of Company securities, whether currently existing or hereafter adopted by the Board.
4. 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 non-employee 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 in accordance with the rules and regulations promulgated by the SEC and NYSE. 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 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 fees for additional services of such consultant.
5. The Committee shall annually 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.
6. 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.
7. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.
9. The Committee shall periodically, but not less than annually, review and assess, and monitor the compliance of executive officers and non-employee directors with, the Company's stock ownership guidelines.
10. This Charter shall be posted on the Company's Website.