

**GameStop Corp.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of GameStop Corp. (the “Company”): (1) to identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board and the Company’s Corporate Governance Guidelines, and to recommend to the Board the director nominees for each annual meeting of the Company’s stockholders and recommend director nominees to fill vacancies on the Board; (2) to develop, review and recommend to the Board any changes the Committee deems appropriate to the Corporate Governance Guidelines applicable to the Company; (3) to recommend to the Board director nominees for each Board committee and for the Chairperson of each committee; (4) to oversee the annual performance evaluation of the Board and its committees and management; and (5) to take other actions as necessary to achieve the goals and responsibilities specified herein. Such activities shall be conducted in a manner consistent with the Company’s Corporate Governance Guidelines and in accordance with the requirements of the New York Stock Exchange and applicable securities laws.

**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 corporate governance 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, but no less than twice per year. 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, as circumstances warrant, actively seek individuals qualified to become board members for recommendation to the Board.

2. The Committee shall review and make recommendations to the Board regarding the specific minimum qualifications, if any, for Board members, including the skills and characteristics that candidates for election to the Board should possess, and the process for identifying and evaluating nominees. These minimum qualifications and the existing process for identifying and evaluating nominees are attached to this Charter as Appendix A.

3. The Committee shall maintain a process for the receipt and consideration of written recommendations for Board candidates submitted by stockholders, management and other sources, in accordance with the Company's policy as set forth in its proxy statement, applicable rules of the New York Stock Exchange and any other applicable laws, rules and regulations. The existing policy is attached to this Charter as Appendix B.

4. The Committee shall review and assess from time to time the provisions in the Company's bylaws and Appendix B regarding submission of nominations by stockholders and shall make recommendations to the Board from time to time regarding such provisions as the Committee deems appropriate.

5. The Committee shall review periodically and shall make recommendations to the Board regarding the size and composition of the Board and its committees. In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.

6. The Committee shall formally recommend to the Board the slate of directors to be nominees for election at each annual meeting of the Company's stockholders, as well as individuals to fill Board vacancies.

7. The Committee shall oversee the Company's orientation process for newly elected directors. The Committee shall also regularly assess the adequacy of and need for additional director continuing education programs.

8. The Committee shall make a recommendation to the Board on whether to accept or reject the offer of resignation of a director not receiving the required majority of votes in an annual election, or whether other action should be taken. The Committee in making its recommendation may consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her offer of resignation shall not participate in the recommendation of the Committee or the decision of the Board with respect to such offer of resignation.

9. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. In recognition of the Board's commitment to a

policy of inclusiveness and to pursuing diversity in terms of background and perspective, the Committee will include, and will have any search firm it engages include, racially/ethnically and gender diverse candidates in the initial pool from which the Committee selects director candidates and will require that any firm it may engage for any external search for a Chief Executive Officer candidate include racially/ethnically and gender diverse candidates in the initial pool.

10. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

11. The Committee shall oversee the performance of management.

12. The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations to determine whether the Board and its committees are functioning effectively and in accordance with their respective charters, the Company's Corporate Governance Guidelines, applicable securities laws and the applicable rules of the New York Stock Exchange.

13. The Committee shall review the appropriateness of continued service on the Board of members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship on another public company board or an appointment to a committee of another public company board.

14. The Committee shall review annually the relationships between directors and any entity with which they (or their family members) are involved, the Company and members of management or employees of the Company and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" contained in the Corporate Governance Guidelines and the applicable rules of the New York Stock Exchange and any other applicable laws, rules and regulations regarding independence.

15. The Committee shall periodically review the talent development and succession plans for senior executive officer positions, including the Chief Executive Officer position.

16. The Committee shall review annually the qualifications of the members of the Audit Committee for purposes of determining which members have the requisite attributes of an "audit committee financial expert" as defined by regulations promulgated by the Securities and Exchange Commission, and the basis upon which such attributes were acquired and shall report its evaluation to the Board.

17. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.

18. The Committee shall periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall periodically review and assess the Company's

compliance with the Corporate Governance Guidelines and shall have the authority to direct the management and employees of the Company to assist in such assessment.

19. The Committee may form and delegate authority to subcommittees when appropriate to address specific issues identified by the Committee.

20. The Committee shall make regular reports to the Board, including Committee findings and results of performance evaluations, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

21. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

22. The Committee shall, together with the other members of the Board, review and assess from time to time and make any changes to the Company's policies with respect to communications between stockholders and the Board, and with respect to attendance of Board members at annual meetings of stockholders as it may deem appropriate. These existing policies are attached to this Charter as Appendix C and Appendix D, respectively.

23. This Charter shall be posted on the Company's Website.

## APPENDIX A

### Minimum Qualifications and Process for Identifying and Evaluating Nominees.

The Company does not set specific criteria for directors except to the extent required to meet applicable legal, regulatory and stock exchange requirements, including, but not limited to, the independence requirements of the New York Stock Exchange and applicable securities laws. Nominees for director will be selected on the basis of outstanding achievement in their personal careers; board experience; wisdom; diversity; integrity; ability to make independent and analytical inquiries; understanding of the business environment; and willingness to devote adequate time to Board duties. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, education, skill, and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender, ethnicity and national origin. While the selection of qualified directors is a complex and subjective process that requires consideration of many intangible factors, the Committee believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company and of any significant subsidiaries or business segments, and (iii) the relative standing of the Company and its business segments in relation to its competitors.

Annually, the Chair of the Committee or the Chair's designee will discuss with each incumbent director the director's interest in continuing to serve as a director. When nominating an incumbent director for re-election at an annual meeting, the Committee will consider the director's performance on the Board and the director's qualifications in respect of the foregoing.

The Committee is willing to consider candidates submitted by a variety of sources (including incumbent directors, stockholders (see Appendix B), Company management and third party search firms) when reviewing candidates to fill vacancies and/or expand the Board, and has adopted specific protocols in Section III.9 of the Charter in furtherance of the Board's commitment to a policy of inclusiveness and to pursuing diversity in terms of background and perspective. If a vacancy arises or the Board decides to expand its membership, the Committee will ask each director to submit a list of potential candidates for consideration. The Committee also will consider potential nominees submitted by stockholders in accordance with the procedures described in Appendix B, the Company's management and, if the Committee deems it necessary, retain an independent third party search firm to provide potential candidates. The Committee shall also consider potential nominees submitted by stockholders as required under applicable securities laws. The Committee will then evaluate each potential candidate's educational background, employment history, outside commitments and other relevant factors to determine whether he/she is potentially qualified to serve on the Board. The Committee seeks to identify and recruit the best available candidates, and it intends to evaluate qualified stockholder nominees on the same basis as those submitted by Board members, Company management, third party search firms or other sources.

After completing this process, the Committee will determine whether one or more candidates are sufficiently qualified to warrant further investigation. If the process yields one or

more desirable candidates, the Committee will rank them by order of preference, depending on their respective qualifications and the Company's needs. A member of the Committee will then contact the preferred candidate(s) to evaluate their potential interest and to set up interviews with the full Committee. All such interviews will be held in person, and include only the candidate and the Committee members. Based upon interview results and appropriate background checks, the Committee will then decide whether it will recommend the candidate's nomination to the full Board.

## APPENDIX B

### Stockholder-Nominated Directors.

The Committee will consider candidates for the Board submitted by stockholders pursuant to a timely notice. Any stockholder wishing to submit a candidate for consideration should send all the documents and information required under Article III Section 3(b) and Section 3 (c) of the Company's By-Laws to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051.

In accordance with the Company's By-laws, and except as provided in the proxy access provisions of Section 3A of Article III of the Company's By-laws, in order for the Company to consider a candidate submitted by a stockholder, the Company must receive the foregoing information not less than 90 days, nor more than 120 days, prior to the anniversary date of the immediately preceding annual meeting; provided, that in the event that the annual meeting is called for a date that is not within 25 days before or after such anniversary date, the Company must receive the foregoing information no later than the 10th day following the day on which notice of the date of such meeting was mailed or publicly disclosed, whichever occurs first.

The Company's Secretary will promptly forward such materials to the Committee. The Company's Secretary also will maintain copies of such materials for future reference by the Committee when filling Board positions.

The Committee will consider stockholder nominated candidates if a vacancy arises or if the Board decides to expand its membership or as required under applicable securities laws, and at such other times as the Committee deems necessary or appropriate.

Nothing in this Appendix B shall be deemed to modify or supersede any provision of the Company's By-Laws relating to nomination of directors by stockholders, including pursuant to the proxy access provisions of Section 3A of Article III of the Company's By-laws.

## APPENDIX C

### Communications Between Stockholders and the Board.

Stockholders and other interested persons seeking to communicate with the Board should submit any communications in writing to the Company's Secretary, GameStop Corp., 625 Westport Parkway, Grapevine, Texas 76051. Any such communication should state the number of shares beneficially owned by the stockholder making the communication. The Company's Secretary will forward such communication to the full Board or to any individual director or directors to whom the communication is directed.



## APPENDIX D

### Attendance at Annual Meetings.

All Board members are expected to attend in person the Company's annual meeting of stockholders and be available to address questions raised by stockholders.