

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) carry-out the Board's responsibilities relating to the compensation of the Company's directors and named executive officers; (ii) evaluate and recommend for approval by the Board the director and officer compensation plans, policies and programs of the Company, and (iii) review the annual Compensation Discussion and Analysis Section of the Company's proxy statement, in accordance with applicable rules and regulations.

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.

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 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.

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 long-term incentive component of 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, and the awards given to the Executive Chairman and CEO in past years.

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 the corporate goals and objectives relevant to the Executives' compensation.
3. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director and/or Executive compensation and obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to approve such consultant's fees and other retention terms. 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 of the other named executive officers, the compensation programs and policies applicable to the Company's officers and directors, including incentive-compensation plans and equity-based plans, and shall approve all new incentive plans and major benefit programs.
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.

7. The Committee may form and delegate authority to subcommittees, when appropriate, to address specific issues identified by the Committee.
8. 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.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.
11. The Committee shall annually review the talent development and succession plans for senior executive officer positions, including the Executive Chairman and CEO positions.
12. The Committee shall annually review and recommend compensation for non-employee directors.
13. The Committee shall periodically, but not less than annually, monitor compliance by executive officers and directors with the Company's stock ownership guidelines.