

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 (“NYSE”) and applicable securities laws.

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 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.

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

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 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.

3. The Committee shall establish, maintain and periodically assess a process for the receipt and consideration of written recommendations for Board candidates submitted by stockholders, in accordance with applicable rules of the NYSE and any other applicable laws, rules and regulations.

4. The Committee shall review periodically and shall make recommendations to the Board regarding the size and composition of the Board and its committees.

5. The Committee shall recommend to the independent directors an independent director for appointment to serve as lead director, to the extent necessary and appropriate.

6. The Committee shall 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 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 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 NYSE.

10. 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 NYSE and any other applicable laws, rules and regulations regarding independence.

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

12. 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 SEC, and the basis upon which such attributes were acquired and shall report its evaluation to the Board.

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

14. 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.

15. 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.

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

17. This Charter shall be posted on the Company’s Website.