

**GAMESTOP CORP.
AUDIT COMMITTEE CHARTER**

This Charter of the Audit Committee of the Board of Directors (this “Charter”) has been adopted by the Board of Directors (the “Board”) of GameStop Corp. (the “Company”) in order to define the purpose, composition, responsibilities and authority of the Audit Committee (the “Committee”) of the Board.

I. PURPOSE

The Committee is responsible for assisting the Board in its oversight of:

- The integrity of the financial statements of the Company,
- The Company’s financial reporting process, internal and external auditing and the independent auditor's qualifications and independence,
- The performance of the Company's internal audit function and independent auditors,
- The integrity of the Company’s disclosure controls and procedures and internal controls over financial reporting, and
- The compliance by the Company with legal and regulatory requirements, including applicable rules of the New York Stock Exchange, the Sarbanes-Oxley Act of 2002 (the “SOX Act”) and other securities laws (collectively the “Applicable Rules”).

II. COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three directors. The members of the Committee shall meet the independence and experience requirements of the Applicable Rules and the Company’s Corporate Governance Guidelines. All members of the Committee must be "financially literate," as such qualification is required by the Applicable Rules. In addition, at least one member of the Committee must have "accounting or related financial management expertise," as required by the Applicable Rules, and must be designated by the Board to be the "audit committee financial expert," as defined under the Applicable Rules.

Members of the Committee may not serve on more than three public company audit committees (including a member’s service on the Committee), unless the Board determines that such simultaneous service does not impair such member’s ability to effectively serve on the Committee, which determination shall be disclosed in the Company’s proxy statement.

III. MEETINGS; DELEGATION

The Committee shall meet on a regularly scheduled basis as determined by the Committee and additionally as circumstances dictate, but not less than once each quarter.

The Committee shall meet periodically with management of the Company, with the internal auditors and with the independent auditor in separate executive sessions.

Unless the Board shall otherwise provide, any action required or permitted to be taken by the Committee may be taken without a meeting if all members of the Committee consent in writing to the adoption of a resolution authorizing the action.

The Committee may form and delegate authority to subcommittees when appropriate and permitted by the Applicable Rules. The decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

IV. DUTIES AND RESPONSIBILITIES

In furtherance of its purpose, the Committee shall have the duties and responsibilities described below.

1. General

- A. Make regular reports to the Board and submit the minutes or other records of Committee meetings and activities to the Board.
- B. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.
- C. Prepare the report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.
- D. Annually review and evaluate the Committee's own performance, including its effectiveness and compliance with its Charter.

2. Finance Reporting and Internal Controls over Financial Reporting

- A. Review and discuss with management and the independent auditor, prior to filing, the Company's annual audited financial statements and quarterly financial statements, including specific disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.
- B. Recommend to the Board, based upon a review of the Company's audited financial statements and discussions with management and the independent auditor, and a written statement provided by management, whether the audited financial statements should be included in the Company's annual report on Form 10-K.
- C. Review with the independent auditor any problems or difficulties and management's response; review the independent auditor's attestation and report on management's internal control report from the time that such reports are prepared; and hold timely discussions with the independent auditor regarding the following:
 - all critical accounting policies and practices of the Company;
 - all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management

and the ramifications of such alternative disclosures and treatments, including the treatment preferred by the independent auditor, if any;

- all other material written communications between the independent auditor and management, including any management letter; and
 - all critical audit matters, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.
- D. Review analyses prepared by management setting forth the significant financial reporting issues or judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
- E. Review (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, (ii) major issues as to the adequacy of the Company's internal controls, and (iii) any special audit steps adopted in light of material control deficiencies.
- F. Review and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors, management, or the internal auditors.
- G. Review with the independent auditors, the internal auditors and management the extent to which changes or improvements in financial or accounting practices have been implemented.
- H. Review and discuss with management, prior to release, the Company's earnings press releases and the type and presentation of information to be included in the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made).
- I. Discuss with management and the independent auditor the effect of regulatory and accounting developments, as well as off-balance sheet structures on the Company's financial statements.
- J. Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditing department, identify, assess and manage the Company's exposure to risk and discuss policies with respect to risk assessment and risk management, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- K. Discuss with the independent auditor the matters required to be communicated by the applicable standards of the Public Company Accounting Oversight Board relating to the conduct of the audit, including the management letter provided by the independent auditor and the Company's response to that letter, and any difficulties encountered in

the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

- L. Review and discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis.
- M. Review with the Chief Financial Officer the Company's internal control over financial reporting and disclosure controls and procedures and review periodically, but in no event less frequently than quarterly, management's conclusions about the efficacy of such internal control over financial reporting and disclosure controls and procedures.
- N. Review and discuss with management and the independent auditor the Company's annual and periodic reports filed with the SEC, including management certifications required under the SOX Act, and any other relevant reports or financial information submitted by the Company to any governmental body or the public, and relevant reports rendered by the independent auditor, as requested by the Committee.
- O. Review any disclosure from the Company's Chief Executive Officer or Chief Financial Officer made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of (i) significant deficiencies and material weaknesses in the Company's disclosure controls and procedures and internal control over financial reporting or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

3. Retention and Oversight of the Independent Auditor

- A. The Committee shall be directly responsible for the appointment and retention (or termination) of the independent auditor and shall be directly responsible for the compensation and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.
- B. Review and evaluate the experience and qualifications of the senior members of the independent auditor team.
- C. Obtain and review a report from the independent auditor at least annually regarding (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, or PCAOB review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any issues raised in clause (b) above, (d) all relationships between the independent auditor and the Company, and (e) any other matters required by the PCAOB, including the matters set forth in PCAOB Rule 3526. Consider whether the provision of any non-audit services is compatible with maintaining the auditor's independence. The Committee should also receive annually a letter of independence from the independent auditor. The Committee should discuss with the independent auditor the reports described above and the independent auditor's independence.

- D. Obtain representations from the Company's independent auditor at the commencement of the audit engagement confirming that all partner rotation requirements under Applicable Rules and accounting regulations have been met. Consider whether in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm itself on a regular basis. Present its conclusions on this issue to the full Board.
- E. Set clear policies, consistent with governing laws and regulations, for the hiring of employees or former employees of the independent auditor.
- F. Review and discuss significant consultations between the external auditor and the audit firm's national office on matters that are required to be disclosed to the Committee.
- G. Meet with the independent auditors and the financial management to review the scope of the audit proposed for the current year and the audit procedures to be utilized, and at its conclusion, review the audit, including the comments or recommendations of the independent auditors.
- H. Approve in advance all audit services and all permitted non-audit services to be provided by the independent auditors (which may be by preapproval policies and procedures), including the review and approval in advance of the independent auditor's annual engagement letter and the proposed fees contained therein. The Committee shall have the ability to delegate the authority to pre-approve non-audit services to one or more designated members of the Committee. If such authority is delegated, such delegated members of the Committee shall report to the full Committee at the next Committee meeting all items pre-approved by such delegated members.

4. Oversight of the Company's Internal Audit Function

- A. Review the appointment and, if necessary, the replacement or reassignment of the senior internal auditing executive and any third party consultants engaged to provide internal auditing services.
- B. Review the significant reports to management prepared by the internal auditing department and management's responses.
- C. Discuss with the independent auditor the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit department.
- D. Review the internal audit function, including its activities and organizational structure, the qualifications of its personnel, the bifurcation of activities among external and internal resources; the independence of internal and external personnel; the authority of such personnel to meet their reporting obligations to the Committee, the audit plans proposed for the coming year, and the coordination of such plans with the work of the independent auditors.
- E. Periodically review with the senior internal auditing executive and/or any third party internal audit consultants any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the internal audit function's work.

F. Annually review and recommend changes (if any) to the internal audit charter.

5. Compliance Oversight Responsibilities

- A. Obtain from the independent auditor assurance that it is not aware of any circumstances that would require reporting under Section 10A of the Securities Exchange Act of 1934.
- B. Obtain reports from management regarding compliance with legal requirements and the Company's Code of Business Conduct and Ethics and advise the Board with respect to such compliance.
- C. Oversee and periodically review the Company's Code of Business Conduct and Ethics and the Company's system to enforce and monitor compliance with this Code.
- D. Review with management and the independent auditor as appropriate and approve all transactions or courses of dealing with parties related to the Company, including those required to be disclosed under Item 404 of Regulation S-K.
- E. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
- F. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, as required under Applicable Rules.
- G. Discuss with the Company's counsel legal and regulatory matters that may have a material impact on the Company's financial statements, and compliance policies and programs, including corporate securities trading policies.

V. COMMITTEE RESOURCES; AUTHORITY

The Company shall provide adequate resources to support the Committee's activities, including appropriate funding, as determined by the Committee, to compensate (i) the registered public accounting firm engaged for the purpose of rendering an audit report or related work or performing other audit, review or attest services, (ii) any advisers employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition, the Committee shall have the authority to (i) conduct investigations into any matters within its scope of responsibility and engage independent counsel, accounting or other advisors to advise the Committee as it determines appropriate to assist in the full performance of its functions and (ii) perform any other activities consistent with this Charter as the Committee or the Board may deem necessary or appropriate.