

**VALUEVISION MEDIA, INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**I. PURPOSE**

The purpose of the Corporate Governance and Nominating Committee (“Committee”) of ValueVision Media, Inc. (“Company”) is to ensure that capable, dedicated, qualified and the best suited Directors serve on the Company’s Board of Directors (“Board”) and its Committees and that the Board and its Committees are functioning effectively to ensure the furtherance of the shareholders’ best interests through the long-term growth, profitability and success of the Company.

**II. MEMBERSHIP**

The Committee shall consist of two or more members who meet the independence requirements of the Securities and Exchange Commission (“SEC”) and the NASDAQ Stock Market, Inc. (“NASDAQ”). The Committee’s members shall be appointed and removed by the Board for such terms as the Board may determine, with the Committee recommending who should serve as the Committee’s Chairperson and who should fill any vacancies on the Committee.

**III. RESPONSIBILITIES**

The Committee has the following responsibilities, as well as whatever other duties may be assigned by the Board:

1. **Board Nominees.** The Committee, in consultation with the Chairperson and the Chief Executive Officer (“CEO”), shall recommend the number of Directors to serve on the Board and identify and nominate candidates to the Board to stand for election at the next annual or special shareholders meeting, or in the case of a vacancy, by Board appointment or special shareholders meeting. In identifying candidates, the Committee will consider recommendations by current and former Directors, senior management, shareholders, search firms, and other appropriate sources, subject to the Company’s obligations under its Amended and Restated Articles of Incorporation concerning shareholders’ right to nominate Directors. In evaluating potential nominees the Committee shall consider the person’s integrity, judgment, skill, experience with entities in related industries (i.e., consumer retailing, TV home shopping, TV programming, media, fulfillment, direct response marketing, e-commerce, technology, finance, mergers and acquisitions, and corporate law), public company experience, and commitment to devote the time and attention necessary to fulfill his or her responsibilities to the Company. The Committee shall also consider the diversity of experience, race, ethnicity, gender and age of the nominees to complement and enhance the other members’ experiences and backgrounds.

2. **Chairperson and Successor.** The Committee shall recommend who should serve as the Chairperson of the Board and who should be the Chairperson’s successor.

3. **Committee Composition.** The Committee, in consultation with the Board’s Chairperson and the CEO, shall recommend to the Board who should serve on the Company’s Committees and who should serve as the Chairpersons of the Committees. In recommending nominees and Chairpersons for the Committees, the Committee shall strive to match the nominees’ experiences to the needs of the Committees and to augment the qualifications of the other members. The Committee, in consultation with the Board’s Chairperson and the CEO, shall also recommend to the Board the number of Directors to serve on each of the Committees.

4. **Board and Committee Assessment.** The Committee shall annually provide to the Board its assessment of the performance of the Board and the Committees including its own

performance. The Committee shall provide any recommendations to the Board needed to ensure the Board and the Committees are functioning effectively and serving the needs of the Company and its shareholders and that the Committees are achieving their purposes as indicated in their Charters. The Committee shall also recommend any needed changes to the Charters of the Company's Committees, including this Committee's Charter.

5. Board Compensation. The Committee shall also periodically review and recommend to the Board any needed changes to the compensation of the non-management Directors.

6. Independence Determinations. The Committee shall periodically review and assess the adequacy of the Company's standards governing the determination of whether a material relationship exists between the Company and a Director and recommend any needed changes to the Board. When needed it shall provide an opinion as to whether a Director or nominee meets SEC and NASDAQ independence requirements and will consider and recommend the approval or disapproval of any related party transactions involving one or more Directors.

7. Guidelines Review. The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines and whether changes need to be recommended to the Board.

8. Minutes. The Committee shall appoint a secretary to prepare the minutes summarizing the actions taken at each of its meetings to be filed with the Corporate Secretary and made available to the Board at its next meeting.

#### **IV. AUTHORITY**

The Committee shall have the following powers:

1. Search Firms. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms.

2. Consultants. The Committee shall have the authority to employ consultants, experts or advisors to evaluate non-management Director compensation and to approve consulting fees and other retention terms.

3. Outside Advisors. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, experts or other advisors, at the Company's expense, as it determines appropriate to assist in the full performance of the Committee's functions.

4. Subcommittee Delegation. The Committee may form and delegate authority to subcommittees when appropriate.

5. Meetings. The Committee shall meet as often as required in person or telephonically, but no less than once annually, at such times and places as determined by its Chairperson. Actions may be taken by written consent of a majority of the Committee when deemed necessary or desirable by the Committee or its Chairperson.