

VALUEVISION MEDIA, INC.
HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

1. **Members.** The Board of Directors of ValueVision, Media, Inc. (the “Company”) shall appoint a Human Resources and Compensation Committee (the “Committee”) of at least three members, consisting entirely of independent directors, and shall designate one member as chairperson. For purposes hereof, an “independent” director is a director who meets the definition of independence under the rules of the NASDAQ Stock Market and any applicable rules and regulations of the Securities and Exchange Commission, as determined by the Board.

2. **Purposes, Duties, and Responsibilities.** The purpose of the Committee is to discharge the responsibilities of the Board relating to oversight of human resources management as it relates to succession planning and compensation of the Company’s Chief Executive Officer and corporate executive officers (President and Senior Vice Presidents). The duties and responsibilities of the Committee are to:

(a) Review and approve all compensation programs for the company’s Chief Executive Officer and corporate executive officers including compensation philosophy or policy, base salary, annual incentive plan, long-term incentive plan, severance plan and equity compensation, and corresponding plan documents. In evaluating and determining the company’s Chief Executive Officer and corporate executive officer’s compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (“Say on Pay Vote”) required by Section 14A of the Exchange Act. The Chief Executive Officer cannot be present during any voting or deliberations by the Committee on his or her compensation.

(b) Conduct an annual assessment of the Chief Executive Officer’s overall performance for the past fiscal year and review that assessment with the Board and with the Chief Executive Officer. In connection with the annual performance assessment, review and approve specific company goals and performance targets relevant to the compensation of the Chief Executive Officer, and recommend to the Board the Chief Executive Officer’s total compensation package based on this evaluation and to be consistent with applicable employment agreement.

(c) Annual review of succession plans for the Chief Executive Officer and for corporate executive officers, and development plans for identified successors. Make recommendation for any Chief Executive Officer selection to the Board of Directors.

(d) Review and approve any material changes to the 401(k) savings plans, the omnibus stock plans and the company benefits philosophy, which includes the ability to adopt, amend or terminate any compensation plan and where appropriate or required, recommend such plans for approval by the shareholders of the Company.

(e) Review and approve the annual company merit budget as part of the annual budget process.

(f) Chairperson will annually evaluate the performance of the Committee, the adequacy of the committee’s charter and report its evaluation to the Board.

(g) Prepare and issue an annual report on executive compensation for inclusion in the Company’s annual meeting proxy statement in accordance with applicable rules and regulations of the SEC and NASDAQ.

(h) Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

(i) Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

3. **Subcommittees.** The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee consisting of not less than two members of the Committee. If necessary, such members will qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

4. **Outside Advisors.** The Committee will have the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist in the full performance of the committee’s functions. In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company’s in-house counsel), the Committee must take into consideration the factors specified in the rules of the NASDAQ Stock Market. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

5. **Meetings.** The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee shall constitute a quorum. The Committee will report regularly to the full Board with respect to its activities.