

**VALUEVISION MEDIA, INC.**  
**PROPOSED FINANCE COMMITTEE CHARTER**

1. **Members.** The Board of Directors of ValueVision Media, Inc. (the “Company”) shall appoint a Finance Committee (the “Committee”) of at least three members, consisting of at least 2 independent directors, and shall designate one member as chairperson, to assist the Board in fulfilling its responsibilities across the principal areas of corporate finance. 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 Finance Committee will be to assist the Board and its Committees and, from time to time, review with Senior Management such corporate finance matters as detailed below and any other matters that are of financial significance to the Company. The overall purpose and role of the Finance Committee is to assure the proper involvement of the Board of Directors in, and to assure that Senior Management has access to appropriate Board level advice, counsel and support on, significant financial policy setting, decisions and transactions.

The duties and responsibilities shall include the review, approval, reporting on, or making of recommendations, as appropriate, in areas of financial significance to the Company, to include:

- Capital structure, including equity and debt financing, stock repurchase activities, and dividend policy.
- Financing and borrowing arrangements.
- Commercial and investment banking relationships.
- Capital budgeting and significant capital expenditures.
- Acquisitions, dispositions, mergers and investments in third parties.
- Cash management and investment policies and guidelines.
- Credit and collection policies.
- Delegations of authority.
- Investor Relations and Communications.
- Risk management and insurance programs, including Enterprise Risk Management (jointly with the Audit Committee).
- Tax strategies and policies (jointly with the Audit Committee).
- Finance-related legal and regulatory matters (jointly with the Audit Committee).

In fulfilling these duties, the Committee’s role will also involve advising on the Company’s efforts to maximize shareholder value and supporting all other Committees of the Board on matters with significant financial impact.

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.

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.