



Compensation Committee Charter

INTRODUCTION

This charter (the "Charter") governs the operations of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of hhgregg, Inc. (the "Company") and shall remain in effect unless and until further amended, modified and/or restated. The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this Charter. Upon effectiveness, the Company shall make this Charter available on its website at www.hhgregg.com.

MEMBERSHIP AND INDEPENDENCE OF COMMITTEE

The Committee shall be composed of such number of directors as appointed by the Board. The Committee and the Chairman of the Committee shall be appointed by the Board based on nominations recommended by the Nominating and Corporate Governance Committee of the Board. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time.

The Board will establish and affirm that each Committee member meets all applicable standards of independence, in accordance with the requirements of the New York Stock Exchange, Inc. (the "NYSE") and the rules and regulations of the Securities and Exchange Commission (the "Commission") at such time as the Company is subject to such requirements.

The Committee may form, and may delegate any of its responsibility to, subcommittees as it deems necessary or appropriate, in its sole discretion.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it shall determine is appropriate, but not less frequently than annually. The Committee shall periodically meet in executive session without management.

COMPENSATION COMMITTEE CONSULTANTS AND ADVISER INDEPENDENCE ASSESSMENT

The Committee shall have the authority to select, retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other adviser (each a "Compensation Adviser") as it deems necessary or appropriate, in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by it. The Committee may invite any such Compensation Adviser, as well as any officer, director or employee of the Company, to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the reasonable fees and retention terms relating to any Compensation Adviser, which fees shall be borne by the Company.

The Committee is responsible for performing an assessment of each Compensation Adviser, in accordance with NYSE listing standards, including weighing the independence factors enumerated below, before making their selection to retain the services of such Compensation Adviser.

The Committee will also perform an annual independence assessment of its Compensation Advisers, including a review of the following enumerated independence factors : (1) other services performed for the Company by the Compensation Adviser's employer; (2) amount of fees received from the Company by the Compensation Adviser's employer, as a percentage of the total revenue of the employer; (3) policies and procedures of the Compensation Adviser's employer that are designed to prevent conflicts of interest; (4) any business or personal relationship of the Compensation Adviser with a member of the Committee; (5) any stock of the Company owned by the Compensation Adviser; and (6) any business or

personal relationship of the Compensation Adviser or the Compensation Adviser's employer with an executive officer of the Company.

PURPOSES OF THE COMMITTEE

The Committee shall discharge the overall responsibility of the Board relating to executive and director compensation, produce an annual compensation report for inclusion in the Company's proxy statement and the annual report on form 10-K and perform any other tasks as the Board, from time to time, may prescribe. All powers of the Committee are subject to the Company's By-Laws and applicable law. The Committee shall report to the Board at least annually.

AUTHORITY AND RESPONSIBILITIES

The Chairman of the Compensation Committee shall have the responsibility for presiding over committee meetings, and ensuring that meeting agendas and minutes are prepared.

The Committee shall have the following authority and responsibilities:

- | To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans;
- | To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer. The Committee shall evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation;
- | To review and approve on an annual basis the evaluation process and compensation structure for the Company's officers. The Committee shall evaluate the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee also shall provide oversight of management's decisions concerning the performance and compensation of other Company officers;
- | To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans;
- | To review periodically Board and committee compensation and benefits and recommend any proposed changes to the Board for approval;
- | To review executive officer compensation for compliance with Section 16 of the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code of 1986, as amended, as in effect from time to time, and other applicable laws, rules and regulations;
- | To review and approve non-routine employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits;
- | To review major organizational and staffing matters;
- | To review and discuss with Management the Company's *Compensation Discussion & Analysis* (CD&A), and based on that review and discussion, recommend to the Board that the CD&A be included in the Company's Annual Proxy Statement.
- | To prepare the annual *Compensation Committee Report* as required by the Securities and Exchange Commission to be included in the Company's annual proxy or annual report on Form 10-K;
- | To review annually the performance of the Committee;
- | To review annually the independence of any Compensation Advisers of the Committee
- | To establish and communicate to Board and Management the hgregg general compensation philosophy;
- | To evaluate and review the compensation and benefit programs for Associates;
- | To report regularly to the Board on the Committee's activities; and
- | To perform any other activities consistent with this charter, the Company's certificate of incorporation and by-laws and applicable law, as the Committee or the Board deems appropriate.