

## Whistleblower Policy

### Purpose.

It is our policy to comply with all applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and to require our employees, officers, directors and others acting on our behalf, to do likewise. Each of these individuals has the responsibility to assist us in meeting these legal and regulatory requirements.

Our internal controls and operating procedures are intended to prevent, deter and remedy any violation of the applicable laws and regulations that relate to accounting, internal accounting controls and auditing matters. Even the best systems of control, however, cannot provide absolute safeguards against such violations. We have a responsibility to investigate and report to appropriate governmental authorities, as required, any violations of applicable legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters and the actions we take to remedy such violations. This policy governs the process through which you, either directly or anonymously, can notify hhgregg's Audit Committee of possible accounting and auditing violations or concerns. In addition, this policy establishes a mechanism for responding to, and keeping records of, these allegations.

### Reporting Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns.

If you believe that hhgregg or any employee, officer, director, or other individuals acting on our behalf has, or might have, violated any accounting rules, internal accounting controls procedures or auditing rules, or if you receive from any other person a complaint or allegation of any such violation or concern, then you should report such to the Director of Internal Audit or the Chairman of the Audit Committee. These reports are referred to throughout this policy as "Statements."

Statements must be sufficiently detailed and inclusive to ensure a clear understanding by the recipients of the issues raised. Statements (except for Statements received from persons other than an employee, officer, director or other individual acting on our behalf) may be submitted anonymously. Statements should be candid and set forth all of the information you know regarding the allegation or concern. We may not commence an investigation if a Statement contains only unspecified wrongdoing or broad allegations without appropriate informational support. If you were to discuss a Statement or further communicate with the Director of Internal Audit or the Audit Committee regarding a Statement you should leave your personal contact information for the Audit Committee or such designated third party. Statements may be made in the following manner:

1. Telephone:

You may speak to a live operator regarding your concern by calling 800-858-1890 . All callers will have the option to remain anonymous upon request.

2. Mail:

You may submit a Statement in writing by mailing the Statement to the following address. The Statement should be marked as "confidential and private":

hhgregg, Inc.  
c/o Director of Internal Audit  
4151 East 96th Street  
Indianapolis, Indiana 46240

3. E-mail:

You may email a message to the following address: [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com). Please include the Company name of hhgregg.

4. Anonymous Web-based Form:

You may complete an on-line web-based form by accessing the following website:

[www.lighthouse-services.com/hhgregg](http://www.lighthouse-services.com/hhgregg)

### Investigation of Alleged Accounting, Internal Accounting Controls and Auditing Violations or Concerns.

Upon receipt of your Statement or a Statement from any other person, the Director of Internal Audit or the Chairman of the Audit Committee will make a determination, in his or her reasonable judgment, whether such Statement is material to the accounting, auditing and internal controls of hhgregg. If the Director of Internal Audit or the Chairman of the Audit Committee determines that a Statement, in his or her reasonable judgment, raises plausible concerns, the Chairman immediately will notify the chief financial officer or the chief executive officer. If such a statement involves the chief financial officer or the chief executive officer, the Chairman of the Audit Committee will be immediately notified. The chief financial officer generally will have the responsibility for investigating any Statement submitted. In the event any Statement is related to a possible violation or concern relating to the internal accounting controls of hhgregg, the chief executive officer will have the responsibility for investigating the Statement. In addition, other parties may become involved in investigations based on their oversight responsibility or expertise. The chief financial officer or the chief executive officer will prepare and distribute a report to the Audit Committee for consideration at its next meeting, stating the nature of any Statement submitted to him or her during the period since the most recent meeting of the Audit Committee, whether or not any Statement was determined to raise plausible concerns and the status of any investigation relating thereto.

The Audit Committee will ensure coordination of each investigation and will have overall responsibility for implementation of this policy. The Audit Committee will have the authority to retain such independent counsel and other advisors in any investigation as it deems necessary or advisable to conduct the investigation in accordance with its charter.

#### **No Retaliation for Submitting Statements of Alleged Violations or Concerns.**

hhgregg will not retaliate, and will not knowingly permit any employee, officer, director, or other individual acting on our behalf to retaliate, against (i) any employee, officer, director, or other individual acting on our behalf who submits a Statement or (ii) any person that participates in the investigation of a Statement, pursuant to this policy even if after investigation we determine that no violation has occurred.

#### **Corrective Action.**

It is our responsibility, and your responsibility, with the oversight of the Audit Committee, to prevent or correct noncompliance of the legal and regulatory requirements relating to accounting, internal accounting controls and auditing matters. This is our legal obligation. A violation can subject us and you to legal liability, regulatory investigation and adverse publicity, which can damage our reputation and business.

#### **Retention of Statements by Employees.**

Any Statement you submit (except for a Statement you submitted that merely relates the receipt and details of a third party complaint) will remain confidential to the fullest extent possible, consistent with the need to conduct an adequate review of such Statement, except as required by law or upon the advice of our legal counsel. In addition, we will retain all written Statements, along with the results of any investigations relating thereto, for a minimum of five years.

#### **Violation of this Policy.**

You should follow the procedures outlined herein before you report possible violations or concerns to any news medium, government agency or similar body. We consider it important that we have the opportunity to investigate and remedy any possible violations or concerns you report and accordingly we are relying on each of you to ensure that we have an opportunity to undertake such an investigation.