



## **Executive Committee Charter**

### **GOVERNANCE**

This Charter sets forth the basic principles regarding the organization, purpose, authority and responsibilities of the Executive Committee (the "Committee") of hhgregg, Inc. (the "Company") and has been approved by the Company's Board of Directors. The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors.

### **ORGANIZATION**

The Committee shall consist of the Chairman of the Board of Directors of the Company and such other members of the Board of Directors as shall be appointed by the Board of Directors. A Committee member may be removed for any reason by the Board of Directors.

### **STATEMENT OF PURPOSE**

The Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities and act on behalf of the Board of Directors between meetings of the Board of Directors, subject to applicable laws, rules and regulations.

### **AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Committee's authority, duties and responsibilities shall include the following:

- Have and exercise the powers of the Board of Directors during intervals between meetings of the Board of Directors, have and exercise the powers of the Board of Directors, subject to applicable listing standards, laws, rules and regulations, to act upon any matters that the Chairman of the Board has determined to be an event that should not be postponed until the next scheduled meeting of the Board and for which a special meeting of the Board is not practicable;
- Engage consultants and advisors at the expense of the Company to assist the Committee as it deems necessary in the performance of its functions. The Committee shall have the sole authority to retain and terminate any consultants and advisors, and to approve all fees and other retention terms; and
- Provide the Board of Directors with reports regarding the Committee's decisions, actions and recommendations.