

Corporate Governance Guidelines

INTRODUCTION

The Board of Directors (the "Board") of hhgregg, Inc. (the "Company") has approved corporate governance guidelines, which have been developed by the Nominating and Corporate Governance Committee, to help it fulfill its responsibilities to the Company's stockholders to oversee the work of management and the Company's business and operations. The governance practices contained in these guidelines are intended to assure that the Board has the necessary authority and practices established to review and evaluate the Company's business and operations, and to make decisions independent of management. These guidelines also are intended to align the interests of directors and management with those of the Company's stockholders. These guidelines are subject to future review and revision as the Board may find necessary or advisable to achieve these objectives.

BOARD COMPOSITION AND SELECTION

- 1. Board Size.** In accordance with the Company's by-laws, the Board believes that the size of the Board should be within a range of six to twelve directors. The Nominating and Corporate Governance Committee is responsible for reviewing the Board's size and making recommendations to the Board as necessary.
- 2. Selection of Board Members.** The Nominating and Corporate Governance Committee is responsible for leading the search for individuals qualified to become members of the Board, consistent with criteria approved by the Board, and for selecting director nominees to be presented for stockholder approval at the annual meeting of the Company's stockholders or, if applicable, at a special meeting of stockholders and for developing and recommending to the Board a policy regarding consideration of nominees for directors who are recommended by the stockholders of the Company. If the office of any director becomes vacant by reason of death, resignation, disqualification, removal, failure to elect, or otherwise, the remaining directors, although more or less than a quorum, by a majority vote of such remaining directors may elect a successor or successors who shall hold office for the unexpired term.
- 3. Invitation to Join the Board.** The invitation to join the Board will be extended by the Board itself via the Company's Chairman of the Board (the "Chairman").
- 4. Board Membership Criteria.** The Nominating and Corporate Governance Committee will work with the Board to determine the suitability of individual Board members, taking into account an individual's skills, expertise, industry, business and other experience that would be useful to the effective oversight of the Company's business.
- 5. Board Composition.** The Board will consist of a majority of directors who meet the applicable independence requirements of the New York Stock Exchange ("NYSE") and the rules and regulations of the Securities and Exchange Commission (the "Commission") at such time as the Company is subject to these requirements.
- 6. Term Limits.** There are no term limits for directors.
- 7. Selection of Chairman and CEO.** The Board will select the Chairman and the Chief Executive Officer ("CEO") of the Company in the manner that it determines to be in the best interests of the Company's stockholders.
- 8. Limitations on Other Board Service.** The Board members are expected to prepare for, attend and participate in Board meetings and meetings of Committees on which they serve. In addition, directors must stay abreast of the Company's business, operations and markets. Each Board member is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a director of the Company. Any Committee member who is serving simultaneously on the audit committee of more than three public companies (including the Company) must immediately disclose such obligations to the Board. These and other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates. Directors are expected to report changes in their primary business or professional association, including retirement, to the Nominating and Corporate Governance Committee.
- 9. Mandatory Retirement Age.** The Board has adopted a retirement policy for directors. Under the policy, no director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

BOARD MEETINGS AND PERFORMANCE

10. Number of Meetings. The Board will have at least four (4) meetings each year and such additional meetings as called by the Board or otherwise in accordance with the Company's by-laws.

11. Agenda. The Chairman, taking into account suggestions from other members of the Board, will set the agenda for each Board meeting and will distribute such agenda in advance to each director.

12. Distribution of Materials. All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting will be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. In preparing this information, management should ensure that materials distributed are as concise as possible and give directors sufficient information to make informed decisions. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the distribution of materials on these matters prior to Board meetings may not be appropriate.

13. Access to Management. The Board will have complete access to Company management in order to ensure that directors can ask all questions and obtain all information necessary to fulfill their duties. The Board may specify a protocol for making such inquiries. Management is encouraged to invite Company personnel to any Board meeting at which their presence and expertise would help the Board have a full understanding of matters being considered.

14. Executive Sessions of Non-Management Directors. The non-management directors of the Board will meet periodically in executive session (with no management directors or management present). Executive sessions of the non-management directors will be called and chaired by the Chairman of the Board. These executive session discussions may include such topics as the non-management directors determine.

15. Board's Interaction with Third Parties. The Board believes that management speaks for the Company. Individual directors from time to time may meet or otherwise communicate with various constituencies involved with the Company, but it is expected that directors would do so only with the knowledge of management and, in most instances, at the request of management.

16. Director Orientation. The Company's director orientation program is designed to familiarize each director with his or her duties as a director, as well as with the Company's background and business. Directors are welcome to participate in all or part of the orientation program.

17. Director Education. The Company's continuing director education program shall be run in accordance with guidelines established by the Board.

PERFORMANCE EVALUATION; SUCCESSION PLANNING

18. Annual CEO Evaluation. The Compensation Committee will perform an evaluation at least annually of the performance of the CEO and communicate the results of the review to the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated.

19. Succession Planning. The CEO will discuss executive succession planning with the Nominating and Corporate Governance Committee at least annually.

20. Board Evaluation. The Nominating and Corporate Governance Committee will conduct an annual evaluation of the performance of the Board, and its committees, and report its conclusions to the Board. Such report generally should include: (i) an assessment of the Board's compliance with the principles set forth in these guidelines; (ii) identification of areas in which the Board could improve its performance; and (iii) recommendations for the development and implementation of policies ensure such improvement.

COMPENSATION

21. Board Compensation Review. The The Nominating and Corporate Governance may consult reports regarding the status of the Company's director compensation practices in relation to other comparable U.S. companies. The Nominating and Corporate Governance will review Board and committee compensation and benefits and recommend any proposed changes to the Board for its approval. Changes in Board compensation, if any, should be based upon the recommendation of the Nominating and Corporate Governance, but with full discussion and concurrence by the Board.

COMMITTEES

22. Number and Type of Committees. The Board has established each of the following committees: Audit Committee,

Compensation Committee, Executive Committee, and Nominating and Corporate Governance Committee. The Board may add new committees or remove existing ones as it deems advisable. Each committee will perform its duties as assigned by the Board in compliance with the Company's by-laws and such committee's charter.

23. Composition of Committees. Each of the Audit, Compensation, and Nominating and Corporate Governance Committees will consist solely of directors who satisfy the applicable independence requirements of the NYSE and the rules and regulations of the Securities and Exchange Commission at such time as the Company is subject to these requirements, unless the Board determines that the participation of a non-independent director is in the best interests of the Company and its stockholders, and subject to the phase-in rules that may be applicable. The Board is responsible for the appointment of committee members according to criteria that it determines to be in the best interest of the Company and its stockholders.

24. Committee Meetings and Agenda. The chairman of each committee will develop, together with relevant Company management, such committee's general agenda and objectives and will set the specific agenda for such committee's meetings. Such chairman and committee members will determine the frequency and length of committee meetings consistent with each such committee's charter.

MISCELLANEOUS

25. Confidentiality. The proceedings and deliberations of the Board and its committees will be treated as confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

26. Reliance on Management and Consultants. The Board will be entitled to rely upon management and such counsel, accountants, auditors and other expert advisors and consultants ("Consultants"), which may be independent, as it deems appropriate. Except as otherwise provided in a committee charter, the Board will have the authority to select, retain, terminate and approve the fees and other retention terms of such Consultants, which fees will be borne by the Company.

27. Disclosure of Corporate Governance Principles. These guidelines will be made available on the Company's website at www.hhgregg.com.