

## **iMEDIA BRANDS, INC. CORPORATE GOVERNANCE GUIDELINES**

These Corporate Governance Guidelines (“**Guidelines**”) have been approved and adopted by the Board of Directors (“**Board**”) of iMedia Brands, Inc. (“**Company**”). The Guidelines, in conjunction with the Company’s Amended and Restated Articles of Incorporation, By-Laws and Board committee charters, form a flexible framework for governance of the Company.<sup>1</sup> The Board will review and amend these Guidelines when needed.

### **I. ROLE OF THE BOARD OF DIRECTORS**

1. Oversight and Direction. The Board is elected by the shareholders to be the ultimate decision making body of the Company, except for those matters reserved to the shareholders. The Board’s role is to ensure the long-term growth, profitability and success of the Company to further the shareholders’ best interests. To achieve these goals, the Board, through the Corporate Governance Committee (“**Governance Committee**”), Compensation Committee (“**Compensation Committee**”), and Audit Committee, will monitor the performance of the Company in relation to its goals, strategy and competitors. The Board and its committees select, oversee and provide advice to the Chief Executive Officer (“**CEO**”) and senior management team, who are charged by the Board with conducting the business of the Company.
2. Succession Planning. The Board shall plan for succession of the Chairperson of the Board, Vice Chairperson of the Board, if any, and the CEO. The Compensation Committee shall regularly update the Company’s succession plan for the CEO, which is then reviewed and approved by the Board. The Governance Committee shall plan for the succession of the Chairperson of the Board and the Vice Chairperson of the Board.

### **II. COMPOSITION OF THE BOARD OF DIRECTORS**

1. Size of the Board. The Governance Committee, in consultation with the Chairperson and CEO, recommends to the Board the appropriate number of directors to serve on the Board. While the Board believes there should not be too many directors to interfere with the Board’s efficient functioning as a body, it also believes the quality of the individuals serving and its overall balance is more important than the precise number of members.
2. Independence of the Board. The Board will consist of a majority of non-employee directors who meet the independence criteria set by the SEC and Nasdaq. The Governance Committee periodically reviews and assesses the Company’s independence and related-party transactions standards and provides opinions to the Board when needed.
3. Director Qualification Standards. Directors should possess high personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company and its stakeholders. Directors should also have an inquisitive

---

<sup>1</sup> These Guidelines are in addition to, and are not intended to change, interpret or supersede, any applicable federal or state law or regulation, including the Minnesota Business Corporation Act, or the applicable rules of the Securities and Exchange Commission (“**SEC**”) and the Nasdaq Stock Market (“**Nasdaq**”).

and objective perspective, practical wisdom, mature judgment and a desire to ensure that the Company's operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules and regulations. Directors must also be willing and able to challenge management in a constructive manner. The Company endeavors to have its Board members represent diverse backgrounds and skills with high-level experience with entities in related industries such as consumer retailing, TV home shopping, TV programming, media, fulfillment, marketing, e-commerce, technology, finance, mergers and acquisitions, and corporate law.

4. Time Commitment of Directors. Directors must be willing and able to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serving on the Board for an extended period of time. Directors should advise the chairperson of the Governance Committee before accepting membership on other boards of directors or committees thereof or making changes in other significant commitments involving affiliations with other businesses, charitable organizations or governmental entities. A director (other than the CEO) may not be a member on more than five public company boards (including the Company's Board), and the CEO may not be a member on more than three public company boards (including the Company's Board).
5. Selection of Directors. The Governance Committee is responsible for recommending candidates to the Board for the Board's approval of such candidates for Board membership subject to the Company's obligations under its Amended and Restated Articles of Incorporation and any relevant agreements with shareholders concerning shareholders' rights to nominate directors. The Committee considers recommendations for director candidates from current and former directors, senior management, the Company's shareholders, search firms and other appropriate sources. The Committee makes a preliminary assessment of each proposed nominee, based upon the individual's resume and biographical information, the individual's willingness to serve and ability to devote the time required, and such other factors deemed relevant by the Committee. Candidates found acceptable are then interviewed by the Committee with the Committee making its recommendations to the Board for inclusion in the slate of directors at an annual or special meeting of shareholders, or for appointment by the Board to fill a vacancy. While there are no term limits, Directors should not expect to be re-nominated as a matter of course and understand that their service is subject to annual review by the Committee before being recommended for re-nomination.
6. Election of Directors. As provided in the Company's By-Laws, candidates for director are elected by a plurality of the voting power of the shares present and entitled to vote at a meeting at which a quorum is present.
7. Director Resignation Policy. A non-employee director must notify the Governance Committee when his or her principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board and volunteer to resign from the Board. The Governance Committee will review whether the new occupation of the director is consistent with the current needs of the Board and will recommend action, if any, to be taken based on the new position, the responsibility and type of position, and industry involved. If requested by the Governance Committee, the director will offer his or her resignation to the Governance Committee, which resignation shall not be effective unless and until accepted by the Board. Voluntary director resignations shall be in writing, addressed to the Chairperson of the Board and the Corporate Secretary. Receipt of such written notice by the Corporate Secretary will be considered the date of notice of any voluntary

resignation. Employee directors may not serve as directors of the Company once their employment with the Company ends. This policy may be waived by the unanimous consent of the independent directors.

8. Board Leadership. The Chairperson of the Board and the CEO are currently separate offices. The Board retains the right to change this if the Board believes it is the best interest of the Company and its shareholders.
9. Director Compensation. The Company structures its director compensation to attract and retain outstanding people to serve on the Board. The Compensation Committee recommends director compensation that may include annual retainers, chairperson and committee fees, meeting fees, stock options, restricted stock or other equity grants, and/or other forms of compensation, as appropriate. The Committee reviews director compensation and makes recommendations to the Board, and may, in its discretion, retain independent consultants to advise it on this subject. Directors who are employees of the Company will not receive additional compensation for service on the Board or any committee of the Board.
10. Financial Literacy. Directors should know how to read and understand fundamental financial statements and understand the use of financial ratios and information in evaluating financial performance of the Company.
11. Stock Ownership. The Company has a stock ownership guideline that requires non-employee directors to acquire and retain an amount of Company stock equal to a minimum of four (4) times their annual cash retainer paid by the Company, to be attained within five (5) years after such director's appointment/election to the Board. In the event such a director's cash retainer increases as a result of his or her appointment to Chair, such director shall have five years from the date of such increase to achieve the ownership requirements set forth herein. The guidelines also require that each Executive Officer must acquire and retain an amount of Company stock equal to a specified multiple of his or her annual base salary within five (5) years of their hire or promotion to such position. The minimum equity ownership levels are four (4) times the annual base salary for the CEO and two (2) times the annual base salary for the Company's other executive officers. Progress toward the stock ownership guidelines is measured once each year at the time of the March Board meeting. Ownership levels are calculated using the market value each March multiplied by the number of restricted shares, unrestricted shares, and value of vested options in the money.

### **III. BOARD CONDUCT**

1. Director Responsibility. Directors should exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board and of all Board committees on which they serve (and, when there is an unavoidable conflict, seek to participate by telephone if possible), and dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties. To prepare for meetings, directors should review the materials that are sent to directors in advance of those meetings.
2. Board Meetings. Board meetings are normally held four times annually, or more if needed. The Chairperson will establish the agenda for Board meetings, taking into account input and suggestions from other Board members and management. The Company shall distribute written materials for use at Board meetings sufficiently in advance of meetings to permit meaningful review.

3. Executive Sessions. During each regular Board meeting, the independent directors meet in executive session without the CEO or any other member of management being present. The Chairperson of the Board shall preside at such meetings.
4. Board Committees. A significant portion of the Board's work is done through its Committees. The present committees are the Audit, Compensation, Finance and Governance Committees. This structure is subject to change if the Board deems it advisable. The Committees give more in-depth scrutiny to issues and then report their significant findings to the Board for Board discussion and review. The Board may also from time to time establish special committees of the Board, which shall undertake specific matters and serve for limited durations. Each Committee must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the SEC and Nasdaq.
5. Committee Charters. The Board has approved a charter for each Committee with each Committee periodically reviewing its charter and recommending changes to the Board when needed. Committees are empowered to act on behalf of the Board in the areas delegated them under these charters; except as specifically provided in its charter or in a resolution of the Board, the committees are not delegated the authority to act on behalf of the Board or the Company. The committee chairpersons, working with the Chairperson of the Board, should establish committee agendas for each meeting and identify a process to ensure all pertinent matters are covered by the committee on a timely basis.
6. Committee Composition. The Committees are comprised solely of non-employee directors. Members of the Audit, Compensation and Governance Committees shall also meet the SEC and Nasdaq criteria for independence. The Governance Committee, in consultation with the Chairperson of the Board and the CEO, recommends to the Board appointment of Committee members and chairpersons. Rotation of Committee membership and leadership is considered taking into account continuity, expertise and tenure.
7. Director Orientation and Continuing Education. The Governance Committee ensures that new directors are given comprehensive information about the Company's business, performance, policies and procedures and the responsibilities and expectations of members of the Board. The orientation will generally include background briefings by the CEO, Chief Financial Officer and other members of senior management, and a visit to Company's facilities. Directors are encouraged to attend director training classes sponsored by independently certified third parties, and the Company will reimburse directors for the fees and expenses associated with obtaining such training.
8. Annual Performance Evaluation of the Board. The Governance Committee is responsible for developing evaluation tools and procedures to assess the performance of the Board and its Committees. The Governance Committee conducts an annual assessment of the Board's performance to determine whether it and its Committees are functioning effectively, and reports its findings to the Board and relevant Committees.
9. Code of Conduct. All directors are required to abide by the Company's Business Ethics Policy.
10. Conflicts of Interest. Directors shall promptly disclose to the Board any situation which could reasonably be considered as a conflict of interest with their service as a director, or having the appearance of such. Both the existence of the interest and the nature thereof (e.g., financial, family relationship, professional, charitable or business affiliation) should be disclosed for review and consideration by the Governance Committee.

11. Confidentiality of Information. In order to facilitate open discussion, the Board believes maintaining confidentiality of information and deliberations is imperative. Information learned during the course of service on the Board is to be held strictly confidential and used solely in furtherance of the Company's business.

#### **IV. COMMUNICATION**

1. Board Access to Management. Board members have complete access to the Company's senior management and to management information. Management shall be responsive to requests for information from directors. The Board encourages the CEO, as appropriate, to bring members of management to Board meetings who can provide additional insight into the items being discussed.
2. Board Access to Independent Advisors. The Board and any Committee has the right to retain outside counsel and other outside advisors of its choice with respect to any issues relating to its activities.
3. Board Communications with Stakeholders. The Board encourages open communication with stakeholders of the Company, including shareholders, customers, employees, communities, suppliers, governments, and corporate partners. The CEO is responsible for establishing effective communication policies with stakeholders. The Board believes that under ordinary circumstances, management speaks for the Company and the chairperson speaks for the Board. In order to ensure compliance with applicable securities laws and to avoid potential detriment to the interests of the Company and its shareholders that could result from inconsistent communications, the Board members shall not respond to media inquiries or make statements to the media regarding the Company and its business without consultation with, and approval by, the chairperson of the Board and the CEO.