

**iMEDIA BRANDS, INC.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**(September 16, 2019)**

**I. PURPOSE**

The purpose of the Corporate Governance Committee (“**Committee**”) of iMedia Brands, Inc. (“**Company**”) is to develop the overall corporate governance policies for the Company and to ensure that capable, dedicated, qualified and the best-suited Directors serve on the Company’s Board of Directors (“**Board**”) and its committees and that the Board and its committees are functioning effectively to ensure the furtherance of the shareholders’ best interests through the long-term growth, profitability and success of the Company.

**II. MEMBERSHIP**

The Committee shall consist of two or more members who meet the independence requirements of the Securities and Exchange Commission (“**SEC**”), the NASDAQ Stock Market (“**Nasdaq**”), and any other regulatory requirements that may be applicable to the Committee from time to time.

Committee members are appointed by the Board to serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board. One member is appointed by the Board to serve as the Committee’s chairperson.

**III. DUTIES AND RESPONSIBILITIES**

The Committee has the following duties and responsibilities:

- A. Board Nominees.** The Committee, in consultation with the Chairperson of the Board and the Company’s Chief Executive Officer (“**CEO**”), shall
1. Recommend the number of directors to serve on the Board.
  2. Engage in a disciplined and ongoing process to determine what competencies, skills and personal qualities it should seek in new directors in order to add value to the Board.
  3. Identify, evaluate and recommend candidates to the Board for the Board’s approval of such candidates to stand for election at the next annual or special shareholders meeting, or in the case of a vacancy, by Board appointment or special shareholders meeting. In identifying candidates, the Committee will consider recommendations from current and former directors, senior management, shareholders, search firms, and other appropriate sources, subject to the Company’s obligations under any relevant agreements with shareholders concerning shareholders’ rights to nominate Directors. In evaluating a potential nominee the Committee shall generally consider the person’s integrity, judgment, skill, experience with entities in related industries (i.e., consumer retailing, TV home shopping, TV programming, media, fulfillment, direct response marketing, e-commerce, technology,

finance, mergers and acquisitions, and corporate law), public company experience, and commitment to devote the time and attention necessary to fulfill his or her responsibilities to the Company. The Committee shall also consider the diversity of experience, race, ethnicity, gender and age of the nominee to complement and enhance the other members' experiences and backgrounds.

- B. **Chairperson and Vice Chairperson.** The Committee shall recommend who should serve as the Chairperson of the Board and who should be the Chairperson's successor. The Committee shall also recommend who should serve as the Vice Chairperson of the Board, if any, and who should be the Vice Chairperson's successor.
  
- C. **Committee Composition.** The Committee, in consultation with the Board's Chairperson and the CEO, shall recommend to the Board who should serve on the Company's committees and who should serve as the chairpersons of the committees. In recommending nominees and chairpersons for the committees, the Committee shall strive to match the nominees' experiences to the needs of the committees and to augment the qualifications of the other members. The Committee, in consultation with the Board's Chairperson and the CEO, shall also recommend to the Board the number of directors to serve on each of the committees.
  
- D. **Board, Committee and Director Assessment.** The Committee shall develop evaluation tools and procedures to assess the performance of the Board and its committees. The Committee shall conduct an annual Committee evaluation and shall annually provide to the Board its assessment of the performance of the Board and the committees (including its own performance). The Committee shall provide any recommendations to the Board needed to ensure the Board and the committees are functioning effectively and serving the needs of the Company and its shareholders and that the committees are complying with the Company's guidelines and policies and achieving their purposes as indicated in their charters. The Committee shall also at least annually review the adequacy of the Committee's charter and recommend any proposed changes to the Board for approval.
  
- E. **Independence Determinations.** The Committee shall periodically review and assess the adequacy of the Company's standards governing the determination of whether a material relationship exists between the Company and a director and recommend any needed changes to the Board. When needed it shall provide an opinion to the Board as to whether a Director or nominee meets SEC and Nasdaq independence requirements.
  
- F. **Financial Experts.** The Committee shall periodically review and assess the requirements of a "financial expert" under applicable rules of the SEC and Nasdaq, assess which directors should be deemed financial experts and recommend to the Board the determination that such directors are "financial experts."

- G. Governance Review.** The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines and whether changes need to be recommended to the Board. The Committee shall review with management and counsel the Company's system of governance against applicable laws, regulations and industry-specific standards and practices, if any, including any securities regulatory authority or stock exchange guidelines applicable to the Company, report to the Board on such review at least annually and update such report regularly as circumstances dictate, and make any recommendations to the Board deemed appropriate or necessary for good governance practices.
- H. Board Education.** The Committee shall have the responsibilities set forth in the Corporate Governance Guidelines with respect to director orientation and education.
- I. Corporate Governance Trends.** The Committee shall identify and bring to the attention of the Board current and emerging corporate governance trends and issues that may affect the Company's business operations, performance, public image or compliance with applicable laws.
- J. Other Activities.** The Committee shall perform such other duties and carry out such other responsibilities that are consistent with this charter or delegated by the Board, provided however that unless specifically provided in this charter or in a resolution of the Board, the Committee may not act on behalf of the Board or the Company.

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee consisting of not less than two members of the Committee.

#### **IV. AUTHORITY**

The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, experts or other advisors, at the Company's expense, as it determines appropriate to assist in the full performance of the Committee's functions.

#### **V. MEETINGS**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, but no less than twice annually, at such times and places as the Committee determines. The Committee chairperson shall preside at each meeting and approve the agenda for the Committee's meetings and any member may suggest items for consideration. In the absence of the chairperson, one of the other members of the Committee shall be designated by the members present at the meeting as the acting chair of the meeting. The majority of the members of the Committee shall constitute a quorum. Formal action to be taken by the Committee shall be by the affirmative vote of at

least a majority of the members present at a meeting at which a quorum is present. The Committee will report regularly to the Board with respect to its activities. The Committee shall maintain minutes of its meetings and records relating to those meetings.