

iMEDIA BRANDS, INC.
COMPENSATION COMMITTEE CHARTER
(September 16, 2019)

I. PURPOSE

The purpose of the Compensation Committee (“**Committee**”) of iMedia Brands, Inc. (“**Company**”) is to advise the Company’s Board of Directors (“**Board**”) relating to oversight of human resources management as it relates to succession planning and compensation of the Company’s Chief Executive Officer (“**CEO**”) and his or her direct reports as well as any other Section 16 officers.

II. MEMBERSHIP

The Committee shall consist of three 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. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“**Exchange Act**”).

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. Review the Company’s compensation philosophy, plans and programs in general on an annual basis, comparing such plans and programs to those utilized by the Company’s peer group; review the appropriateness of management incentives to ensure that such incentives are aligned with the interests of the Company’s shareholders; report the results of, and recommendations resulting from, such reviews to the Board.
- B. Review and approve all compensation programs for the Company’s CEO and other executive officers including, base salary, annual incentive plan compensation, long-term incentive plan compensation, equity compensation and severance, as well as the executive officer performance evaluation process. In evaluating and determining the compensation of the Company’s CEO and other executive officers, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation (“**Say on Pay Vote**”) required by the Exchange Act, the value of incentive award packages to chief executive officers and other executive officers at comparable companies, the awards granted to the CEO and other executive officers in past years and any other factors that the Committee may deem appropriate. The CEO shall not be present during any voting or deliberations by the Committee on his or her compensation but may provide initial

- recommendations to the Committee on annual compensation actions for other corporate executive officers.
- C. Conduct an annual assessment of the CEO's overall performance for the past fiscal year and review that assessment with the Board and with the CEO. In connection with the annual performance assessment, review and approve specific company goals and performance targets relevant to the compensation of the CEO, and approve the CEO's annual compensation package based on this evaluation.
 - D. Review succession plans annually for the CEO and for corporate executive officers, and development plans for identified successors. Make recommendations for any CEO selection to the Board of Directors.
 - E. Review and make recommendations to the Board with respect to the adoption or amendment of the Company's omnibus stock plans, 401(k) savings plans and employee benefit plans, and where appropriate or required, recommend such plans for approval by the shareholders of the Company.
 - F. Review and recommend to the Board the annual Company merit budget as part of the annual budget process.
 - G. Conduct an annual Committee performance evaluation and report its evaluation to the Board.
 - H. Review at least annually the adequacy of the Committee's charter and recommend any proposed changes to the Board for approval.
 - I. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report and annual shareholder meeting proxy statement.
 - J. Prepare and issue a compensation committee report for inclusion in the Company's annual shareholder meeting proxy statement that complies with the rules and regulations of the SEC, and any other report or disclosure required to be prepared by the Committee pursuant to the rules of the SEC and Nasdaq for inclusion in the Company's annual shareholder meeting proxy statement or other SEC filings.
 - K. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
 - L. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual shareholder meeting proxy statement.
 - M. Administer all equity compensation plans and grant awards under these plans in a manner consistent with each plan's intended purpose; provided, however, the Committee may delegate to the Company's equity award committee (which shall consist of the CEO who is also a director of the Company) the authority to grant awards under the Company's equity compensation plans to persons who are not serving as executive officers of the Company.

- N. Establish and recommend to the Board cash and equity compensation for members of the Board and Committees and annually compare such compensation to companies within the Company's peer group and to companies of comparable size.
- O. 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 may, in its sole discretion, retain or obtain at the expense of the Company such compensation consultants, legal counsel and other advisers as it determines appropriate to assist in the full performance of the Committee's functions. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. In retaining or seeking advice from compensation consultants, outside counsel and other advisers (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in the Nasdaq rules, including the following:

- the provisions of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, or other adviser or the person employing the adviser with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation adviser they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees, or providing information that is not customized for a particular company, or that is customized based on parameters that are

not developed by the consultant or adviser, and about which the consultant or adviser does not provide advice. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K in the SEC's rules.

V. **MEETINGS**

The Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, 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.