

**CIRCUIT CITY STORES, INC.  
AMENDED AND RESTATED  
COMPENSATION AND PERSONNEL COMMITTEE CHARTER**

**Adopted August 17, 2004**

**Organization**

1. The Compensation and Personnel Committee is a committee of the Board of Directors. The members and chair of the committee will be elected by the full Board and will serve at the pleasure of the Board.
2. All members of the committee must meet the independence requirements of the New York Stock Exchange.
3. The committee may delegate any of its functions to a subcommittee.
4. If any members of the committee are not “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code and the regulations thereunder or “non-employee directors” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, the committee may (but is not required to) delegate to a subcommittee responsibility for any determinations required to be made by “outside directors” under Section 162(m) and applicable regulations or by non-employee directors under Rule 16b-3.
5. The committee will regularly report on actions taken by it to the full Board.
6. The committee is authorized to obtain advice and assistance as it believes necessary from corporate personnel and from external legal, accounting and other advisors, including independent compensation consultants. If a compensation consultant is used to assist in the evaluation of executive compensation, the committee will have the sole authority to retain and terminate the consultant and to approve the consultant’s fees and other retention terms.

**Purpose**

The purpose of the committee will be to:

- Discharge the Board’s oversight responsibilities with respect to compensation of the corporation’s executives;
- Produce a report on executive compensation to be included in the corporation’s proxy statement in accordance with applicable rules and regulations;
- Administer designated executive compensation plans of the corporation; and
- Provide oversight of the investment allocations of the funds of the Retirement Plan of Circuit City Stores, Inc. and of the performance of fund managers for the Retirement Plan.

## **Duties and Responsibilities**

The committee's duties and responsibilities will be to:

1. Review and approve any statement of general principles governing payment of compensation to, or ownership of the corporation's stock by, the corporation's executives.
2. Recommend to the Board the executive compensation and benefit plans to be adopted by the corporation and any amendment, termination or discontinuance of such plans.
3. Administer and perform specified functions under the corporation's equity-based, incentive compensation, deferral and other executive compensation plans as designated from time to time by the Board or by the terms of such plans. In discharging this responsibility, the committee will (a) grant, or delegate authority to grant, equity-based awards, (b) review management's recommendations regarding incentive compensation awards (other than for the chief executive officer) and grant, or delegate authority to grant, such awards as the committee believes appropriate, (c) determine the incentive compensation award to be granted to the chief executive officer, and (d) perform such other functions as are specified by the terms of such plans or by the Board.
4. Review and approve (a) general performance goals established under the corporation's incentive compensation plans, and (b) the specific goals under which compensation is to be paid to designated executives under the plans. With respect to the chief executive officer, review and approve corporate goals and objectives relevant to his or her compensation, evaluate his or her performance in light of these goals and objectives and set his or her compensation level based on this evaluation. In considering the long-term incentive compensation component of the chief executive officer's compensation, the committee should take into account the corporation's performance and relative shareholder return, the value of similar incentive awards at comparable companies and awards previously given to the chief executive officer.
5. Review and approve salaries to be paid to executive officers of the corporation, including the chief executive officer.
6. Review on a periodic basis (soliciting necessary information from corporate personnel, independent consultants and others, as the committee believes appropriate) (a) competitive market analyses of the corporation's executive compensation program (including benefits and perquisites paid or available to executives) and (b) executive compensation alternatives and significant new trends and issues.
7. Review, with the assistance of appropriate corporate personnel or independent consultants, the impact of tax, accounting and regulatory requirements on executive compensation.
8. Review and approve the terms of any severance, change in control, or employment agreements with officers or other key executives of the corporation, including the designation of individuals to enter into such agreements.

9. Review and approve any contract providing for consulting fees or other special compensation payable to an officer of the corporation after termination of his or her regular employment.
10. Review and approve the committee's report on executive compensation to be included in the proxy statement and the corporation's response to any comments of the Securities and Exchange Commission on the report.
11. Review with respect to the Retirement Plan (a) the asset allocation guidelines developed by the corporation's management and (b) investment results achieved by fund managers. The corporation's management, acting through a Pension Investment Committee, will have sole responsibility for the development of asset allocation guidelines, the selection of fund managers, periodic meetings with the investment advisor(s) and management of day-to-day fund activities that are not handled by fund managers.
12. Appoint the officers of the corporation who serve on the corporation's Pension Investment Committee.
13. Evaluate the committee's own performance annually and report the results of the evaluation to the Board.
14. Review this charter annually and update as necessary (with any amendments subject to approval by the Board).