

**CIRCUIT CITY STORES, INC.
AMENDED AND RESTATED
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Adopted February 17, 2004

Organization

1. The Nominating and Governance 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. The committee will regularly report on actions taken by it to the full Board.
5. The committee is authorized to obtain advice and assistance, as it believes necessary from corporate personnel and from external legal, accounting and other advisors. If a search firm is used to identify director candidates, the committee will have the sole authority to retain and terminate the search firm and to approve the search firm's fees and other retention terms.

Purpose

The purpose of the committee will be to:

- Identify individuals qualified to become members of the Board;
- Recommend to the Board director nominees to be presented at the annual meeting of shareholders and nominees to fill vacancies on the Board, whether caused by retirement, resignation, death, increase in the number of authorized directors or otherwise;
- Coordinate the Board's oversight of management succession planning and evaluation of the chief executive officer; and
- Develop and recommend to the Board corporate governance principles applicable to the corporation.

Duties and Responsibilities

The committee's duties and responsibilities will be to:

1. Establish, subject to Board approval, criteria for the selection of new directors. In carrying out this responsibility, the committee will at least annually (a) assess the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board and the needs of the corporation, (b) consider principles to be applied in filling vacancies and planning for Board succession and (c) determine whether specific minimum qualifications should be established for all Board nominees. While diversity of experience and background is a factor that is taken into account in

selecting nominees, Board members are elected to represent all shareholders and do not represent any particular constituency.

2. Consider the participation and contribution of incumbent directors in determining whether to recommend their renomination to the Board.
3. Consider and make recommendations to the Board regarding shareholder nominations for directors that are submitted in accordance with the corporation's bylaws and applicable law.
4. Direct the search for, and evaluate qualifications of, possible candidates for nomination to the Board.
5. Recommend to the Board for election by it the memberships and chairs of all standing committees of the Board.
6. Recommend to the Board (a) the corporation's policy on director tenure and retirement, (b) any amendment, termination or waiver of the policy, and (c) whether or not the Board should approve the withdrawal of any resignation submitted by a director in accordance with the policy.
7. Review and recommend to the Board (a) compensation to be paid to directors of the corporation and (b) any stock ownership guidelines applicable to the directors of the corporation.
8. Coordinate the Board's evaluation of the performance of the chief executive officer, with the results of the evaluation being communicated to the chief executive officer by the lead director.
9. Coordinate the Board's oversight of management succession planning.
10. Develop and recommend to the Board corporate governance principles applicable to the corporation; evaluate such principles at least annually and report the results of the evaluation to the Board; and recommend to the Board any changes in such principles the committee believes appropriate.
11. At least annually, evaluate the performance of the Board in the exercise of its oversight responsibilities, soliciting input from all members of the Board and, as appropriate, from management of the corporation and review the results of the evaluation with the Board.
12. Review the status of each member of the Board and make recommendations to the Board with respect to the Board's determination whether Board members meet the independence requirements of the New York Stock Exchange.
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).