

## MOVIE GALLERY, INC.

### CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

Adopted by the Board of Directors on September 22, 2005

#### I. Committee Purpose.

The Nominating Committee (the “Committee”) of the Board of Directors of Movie Gallery, Inc. (the “Company”) is established by the Board to be primarily responsible for identifying individuals qualified to serve as members of the Board of Directors and recommending to the Board director nominees prior to each annual meeting of stockholders of the Company. The Committee also shall be primarily responsible for recommending to the Board appointees to each committee of the Board.

#### II. Composition.

The Committee shall consist of at least three directors, appointed annually by the Board, one of whom shall be designated by the Board to Chair the Committee. The Chair and members of the Committee shall serve at the pleasure of the Board. Each member shall be:

1. “Independent” as that term is defined in the rules of any applicable stock exchange or inter-dealer quotation system on which the Company’s stock is then listed.
2. A “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.
3. Qualified under all other applicable laws, rules and regulations governing director independence.

#### III. Meetings.

The Committee shall meet at least once annually and more frequently as circumstances dictate. A meeting may be called by the Chair at any time and shall be called by the Chair at the request of any member of the Committee. The Committee may meet in person or by telephone and shall have the authority to act by unanimous written consent. Minutes shall be taken of each meeting of the Committee and logged in the Company’s minute books. A majority of the total authorized number of members of the Committee will constitute a quorum at all Committee meetings, and the affirmative vote of a majority of the authorized number of members shall be necessary and sufficient to take any Committee action.

IV. Compensation.

Members of the Committee will be eligible to receive fees or other compensation for their service as Committee members as determined by the Board. Changes in such compensation will be determined by the Board in its sole discretion.

V. Authority and Responsibilities.

In accordance with the Committee's purpose, it shall:

1. Review the appropriateness of the size and composition of the Board of Directors and its committees, giving due consideration to such factors as the business experience and expertise of each Board member and make recommendations to the Board of Directors in respect to the foregoing as appropriate.
2. Identify qualified individuals to be recruited for service on the Board of Directors.
3. Consider suggestions for membership on the Board of Directors submitted by the Company's stockholders. Create and recommend to the Board a policy regarding the consideration of Director candidates recommended by stockholders and procedures for stockholders' submission of nominees of Director candidates.
4. Recommend to the Board of Directors the slate of nominees for election at the Company's annual meeting of stockholders and qualified individuals to fill vacancies, if any, which occur between annual meetings.
5. Assess, at least annually, the adequacy of the Committee's charter and recommend changes to the Board of Directors as necessary.
6. Retain counsel, consultants and other experts as required to assist the Committee. In the event that the Committee chooses to engage any such advisors, the Company shall provide appropriate funding, as determined by the Committee, for the payment of such advisors.
7. Investigate any matter brought to its attention within the scope of its duties.
8. Perform any other duties delegated to the Committee by the Board of Directors.

VI. DELEGATION OF DUTIES.

Subject to the Company's Certificate of Incorporation and Bylaws and applicable laws and rules of markets in which the Company's securities then trade, in fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.