



GameStop Corp.




GME NYSE

Retail - Computers / Electronics

Market Capitalization USD:

\$3,212.72 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: J. Paul Raines

Age: 48

CEO Since: 2010

	2009	2010	2011
Base Salary	\$1,246,154	\$979,038	\$1,027,692
Discretionary Bonus	\$754,000	\$1,393,333	\$2,254,445
Annual Cash Incentive	\$0	\$1,250,000	\$1,545,000
Benefits and Perquisites	\$49,259	\$3,660	\$5,743
TOTAL ANNUAL COMPENSATION	\$2,049,413	\$3,626,031	\$4,832,880
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$2,263,740	\$1,645,920	\$1,042,500
TOTAL COMPENSATION	\$4,313,153	\$5,271,951	\$5,875,380
Median of Other Named Executive Officers Total Compensation	\$2,694,841	\$4,413,907	\$3,512,227
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$2,985,090	\$778,000	\$1,406,750
TOTAL REALIZED EQUITY COMPENSATION	\$2,985,090	\$778,000	\$1,406,750

Proxy Date: 10 May 2012

Annual Meeting Date: 19 Jun 2012

Equity Reserves: 12.22%

Stock Option Run Rate: 0.66%

GameStop Corp.

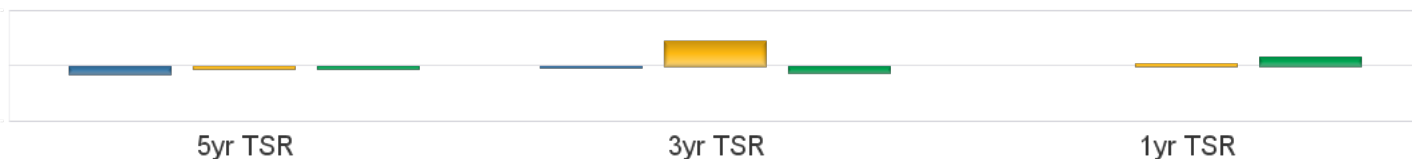
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Performance Comparison

■ S&P500 ■ Industry ■ GME



Peer Comparisons (TRBC) =Retail - Computers / Electronics

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GME	GameStop Corp.	\$4,313,153	\$5,271,951	\$5,875,380	\$3,212,719,540
BBY	Best Buy Co., Inc.	\$1,898,448	\$10,232,060	\$7,074,959	\$8,441,482,936
AAN	Aaron's, Inc.	\$1,038,683	\$2,417,414	\$2,805,984	\$1,986,105,561
TECD	Tech Data Corporation	\$3,743,753	\$4,568,139	\$4,312,503	\$1,876,321,243
RCII	Rent-A-Center, Inc.	\$1,982,944	\$2,246,165	\$2,059,954	\$1,692,049,265
RSH	RadioShack Corporation	\$8,066,133	\$4,911,491	\$5,870,078	\$1,159,427,761

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

The peer group used to benchmark compensation was recommended by Pay Governance and established by the Compensation Committee from the population of all other specialty retailers in the S&P 500. The Compensation Committee established this peer group after consideration of each potential peer's revenue size, number of stores, number of employees, international scope, retail square footage, market value and a number of related measures. One of the considerations of the Compensation Committee was the non-subjective nature of using all of the companies in the S&P 500 specialty retail group as opposed to selecting specific companies to form a peer group. The S&P 500 specialty retail peer group of companies, at the time of the fiscal 2010 assessment, included Abercrombie & Fitch, AutoNation, AutoZone, Bed Bath & Beyond, Best Buy, CarMax, Gap, Home Depot, Limited Brands, Lowes, O'Reilly Automotive, Office Depot, RadioShack, Ross Stores, Staples, Tiffany & Co., TJX

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gerald R. Szczepanski	Chairman	64	Male	10	Outside Related
Stephanie M. Shern	Member	64	Female	10	Outside Related