

Board Matrix Proposal

RESOLVED: Shareholders of GameStop Corp. (“GameStop”) request that its Board of Directors (the “Board”) disclose in its annual proxy statement each director/nominee's self-identified gender and race/ethnicity, as well as the skills and attributes that are most relevant in light of GameStop’s overall business, long-term strategy, and risks. The requested information shall be presented in matrix format and shall not include any attributes the Board identifies as minimum qualifications for all director candidates (the “Board Matrix”).

SUPPORTING STATEMENT

Investors believe that a diverse board — in terms of relevant skills, gender, and race/ethnicity — is an indicator of a well-functioning board. Among other benefits, diverse boards can better manage risk by avoiding groupthink. GameStop’s Board sets the tone from the top, and the disclosure of a Board Matrix would signal to your employees, customers, suppliers, and investors that the directors themselves value diversity and inclusion in the boardroom.

Many institutional investors prioritize board diversity in their proxy voting guidelines and engagement initiatives. Significant resources must be spent to ascertain director information from ambiguous, and aggregate company disclosures or investors must rely on data providers, which also draw from the same sources. Even when photographs are provided, investors and data providers may be unable to appropriately determine the race or ethnicity of directors. As a result, it can be challenging for investors to fulfill their fiduciary duties and vote according to their own guidelines – for example, to analyze the self-identified race or ethnicity of the chair of a particular committee.

Moreover, in its 2023 proxy statement, GameStop provides little decision-useful data with respect to how its directors’ individual qualifications fit together to effectively fulfill the Board’s oversight responsibilities, *as half of the board has all six disclosed “skills.”* Nor is each director’s self-identified race/ethnicity explicitly disclosed.

A Board Matrix would enable investors to make better informed voting decisions by providing them with consistent, comparable and accurate data concerning GameStop’s directors in a structured and decision-useful format. Such information would enable investors to: (1) assess how well-suited individual director nominees are for GameStop in light of its long-term business strategy and risks, including the overall mix of director attributes and skills; (2) identify any gaps in skills or attributes; and (3) make meaningful, year-over-year comparisons of the Board’s composition; and (4) ascertain the self-identified gender, race/ethnicity, skills and attributes of any particular director who has assumed leadership roles on the board/committees, as well as his/her/their tenure. We would also encourage companies to disclose, in aggregate, the number of any self-identified LGBTQ+ director(s).

The proposal neither prevents nor discourages GameStop from disclosing any other data or information that the Board believes is relevant.

Other leading companies, such as BlackRock, Intel, and Advanced Auto Parts have published a Board Matrix with individualized director data in a decision-useful format. These matrices use EEO-1 categories for disclosing the diversity of individual directors, which allows for consistent and comparable data.

We urge shareholders to vote FOR this proposal.