

IGO, INC.
COMPENSATION AND HUMAN RESOURCES COMMITTEE
CHARTER

The Board of Directors (the "Board") of iGo, Inc., a Delaware corporation (the "Company"), approves and adopts the following Compensation and Human Resources Committee Charter to specify the composition, roles and responsibilities of the Compensation and Human Resources Committee (the "Committee"). As used in this Charter, (i) "Company" includes the Company and its subsidiaries unless the context otherwise requires, (ii) "Nasdaq" means the Nasdaq National Market and (iii) "SEC" means the Securities and Exchange Commission.

PURPOSE

The Committee reviews and approves the Company's compensation and benefit programs; ensures the competitiveness of these programs; and advises the Board on the development and succession for key executives.

COMPOSITION

The Committee shall consist of not less than two members of the Board, each of whom shall meet the independence requirements of the Nasdaq Marketplace Rules and applicable laws and regulations. Each member shall also be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code and a non-employee director for purposes of Section 16 of the Securities Exchange Act of 1934. The members of the Committee will be elected by the Board who will also designate the Chairman.

ROLES AND RESPONSIBILITIES

In addition to any other responsibilities assigned to the Committee from time to time by the Board, the Committee shall have the following authority and responsibilities:

- Assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and oversee the development of executive succession plans.
- Review and approve, on an annual basis, the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall evaluate, at least once a year, the chief executive officer's performance in light of these established goals and objectives and based upon these evaluations shall set the chief executive officer's annual compensation, including salary, bonus, incentive and equity compensation. The chief executive officer may not be present during voting or deliberations concerning such compensation of the chief executive officer.

- To review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers. The Committee shall evaluate the performance of the Company's executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other Company officers.
- Review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board as necessary. The Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
- Prepare and publish an annual executive compensation report in the Company's proxy statement.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

As amended and restated, effective September 9, 2004.