



**RadioShack**<sup>®</sup>  
CORPORATION

# Code of Ethics

Revision 02.21.06

## TABLE OF CONTENTS

GENERAL STATEMENT OF POLICY .....	3
RADIOSHACK'S VALUES .....	3
TEAMWORK .....	3
PRIDE .....	3
TRUST .....	3
INTEGRITY .....	3
RADIOSHACK'S CODE OF CONDUCT .....	4
PURPOSE OF THE CODE OF CONDUCT .....	4
WAIVER OF CODE OF CONDUCT FOR EXECUTIVE OFFICERS OR DIRECTORS .....	4
RESPONSIBILITY .....	4
WHISTLEBLOWER POLICY .....	6
REPORTING VIOLATIONS .....	7
COMPLIANCE WITH LAWS AND REGULATIONS .....	11
TEAM MEMBER RELATIONS .....	11
CUSTOMER RELATIONS .....	12
COMPANY BOOKS AND RECORDS .....	13
CONFIDENTIAL INFORMATION .....	14
COMPANY ASSETS .....	15
UNLAWFUL GIFTS AND PAYMENTS .....	16
GIFTS, TRIPS AND ENTERTAINMENT .....	16
CORPORATE OPPORTUNITIES .....	17
ANTITRUST LAWS AND FAIR COMPETITION .....	17
FAIR DEALING .....	18
GOVERNMENT RELATIONS (GOVERNMENT CUSTOMERS) .....	18
IMPORT AND EXPORT CONTROLS .....	19
INTERNATIONAL BUSINESS AFFAIRS .....	19
CONFLICT OF INTEREST .....	19
RELATED PARTY VENDOR OR SUPPLIER RELATIONSHIP .....	20
GOVERNMENT AFFAIRS .....	21
ENVIRONMENTAL POLICY .....	21
INSIDER TRADING .....	22
FINANCIAL CODE OF ETHICS .....	29

## GENERAL STATEMENT OF POLICY

The Code of Ethics is comprised of RadioShack's Values and Code of Conduct. The Code of Ethics represents a framework for decision-making, an expression of the core values, and RadioShack's standard of business conduct.

## RADIOSHACK'S VALUES

Hard and fast rules cannot possibly cover every situation. RadioShack relies on the personal values of our team members, supplemented with Company Values and Code of Conduct. Actions as RadioShack team members reflect on the integrity and credibility of RadioShack.

### **TEAMWORK**

- We all play an important role.
- We are the Company. One RadioShack team. There is no "they."

### **PRIDE**

- We are committed to doing our best.
- We believe in and promote the value of our Company, our Associates and our Products.

### **TRUST**

- We share the truth, both good and bad.
- We rely on the character, ability, strength and integrity of our team members.

### **INTEGRITY**

- We will do the right thing even when no one is watching.
- Our actions reflect the highest ethical standards. Interactions with our customers, team members, stockholders, vendors and communities are open and honest.

## RADIOSHACK'S CODE OF CONDUCT

RadioShack team members will comply with federal, state and local laws and regulations applicable to RadioShack's business or operations in the United States and in each country where the Company does business directly or indirectly. Additionally, RadioShack team members will comply with Company policy or policies.

RadioShack team members will conduct business and operations in keeping with high moral, ethical and legal standards, avoiding conflicts of interest and the appearance of impropriety. Specifically, RadioShack team members are expected to conduct business and operations in compliance with all laws and regulations applicable to its business and operations at all government levels as well as the Company's policies.

### **PURPOSE OF THE CODE OF CONDUCT**

The purpose of our Code of Conduct is to provide guidance. Specific policies and procedures are contained in handbooks, policy and procedure documents that are available to our team members. The Code of Conduct does not contain all of the policies of RadioShack; however, it covers some of the more important policies used by team members.

### **WAIVER OF CODE OF CONDUCT FOR EXECUTIVE OFFICERS OR DIRECTORS**

RadioShack requires approval by the Board of Directors and prompt disclosure of any waiver of this code of conduct for an officer or director of the Company. If the waiver is approved by the Board of Directors, the waiver would then be promptly disclosed to RadioShack's shareholders.

### **RESPONSIBILITY**

#### **Who Must Comply?**

Every employee, all officers and members of the Board of Directors must comply with our Code of Ethics.

#### **Personal Responsibility**

Each team member at RadioShack is responsible for maintaining the highest level of ethical conduct when conducting its business and reporting suspected or actual violations of our Code of Conduct.

#### **Disciplinary Action**

Failure to abide by our Code of Ethics and/or the law or failure to report suspected or actual violations will lead to disciplinary measures appropriate to the violation, up to and including, dismissal.

#### **Civil Penalties and Criminal Prosecution**

Any team member who violates these standards and policies may also be subject to civil penalties and/or criminal prosecution for violations of, among other things, federal or state laws. Consequences of non-compliance can also include significant monetary fines and jail terms for the offender.

**RadioShack Team Member Responsibilities:**

- Read the Company's Code of Ethics;
- Comply with the Company's Code of Ethics;
- Comply with all federal, state and local laws and regulations applicable to the Company's business or operations at all government levels in the United States and in each country where the Company does business directly or indirectly;
- Conduct business and operations in keeping with high moral, ethical and legal standards, avoiding conflicts of interest and the appearance of impropriety;
- Report illegal or suspicious activities and known or suspected violations of our Code of Ethics; and
- Seek guidance in resolving ethical issues.

**RadioShack Leader Responsibilities:**

- Provide an ethical work environment;
- Provide guidance in resolving ethical issues;
- Monitor team members and ensure compliance with the Code of Ethics;
- Be an example of exemplary ethical conduct;
- Investigate reports of known or suspected violations;
- Prohibit any form of retaliation against any person, who, in good faith, reports or supplies information about, or assists an investigation into actual or suspected violations of our Code of Ethics; and
- Administer disciplinary action for failure to comply with our Code of Ethics that is appropriate to the violation, up to and including dismissal and prosecution.

## WHISTLEBLOWER POLICY

It is the policy of RadioShack Corporation that harassment, retaliation, or any type of discrimination or adverse action will not be tolerated against an employee (“whistleblower”) who:

- Makes a good-faith complaint about suspected Company or employee violations of law or violations of the Company’s Code of Ethics or Financial Code of Ethics,
- Provides information (or causes information to be provided) or assists in an investigation regarding violations of law, or
- Files, testifies or participates in a proceeding relating to violations of law.

### **Filing a Complaint of Whistleblower Retaliation:**

RadioShack encourages employees to report suspected retaliation violations and requires supervisory employees to report suspected retaliation violations. Employees can report alleged retaliation by using any of the methods described in the “*Reporting Violations*” section of the Code of Conduct.

### **Prompt Investigation**

Employee complaints of alleged retaliation will be promptly addressed and investigated.

### **Confidentiality of Complaints**

Employee complaints of alleged retaliation will, to the extent permitted by law and consistent with an effective investigation, be kept confidential.

### **Disciplinary Action**

RadioShack will act on the results of the investigation. If it appears there has been retaliation against the whistleblower, then the wrongdoer(s) will be disciplined consistent with the severity of the misconduct.

### **Outcome of Investigation**

Whistleblowers will be informed, in general terms (to avoid revealing confidential information), about the investigation and its outcome.

## REPORTING VIOLATIONS

### Reports of Violations

RadioShack will promptly investigate reports of violations and our Code of Ethics will be enforced at all levels fairly and without prejudice.

### Obligation to Report Violations

All team members, officers and any member of the Board of Directors have an obligation to report actual or suspected violations of federal, state or local laws, and any violations of the Code of Ethics which includes our Values and Code of Conduct.

### No Retaliation

RadioShack will not tolerate retaliation in any form against an individual who reports a suspected or actual violation. Team members who retaliate, either directly or indirectly, or encourage others to do so, will be subject to disciplinary action appropriate to the violation, up to and including dismissal.

### Confidential Reporting

RadioShack will take all reasonable steps to keep confidential the identity of anyone reporting a possible violation, making a complaint, or providing information regarding alleged wrongdoing.

Those reporting a suspected or actual violation are not required to provide their name; however, it may be difficult to perform an investigation without contact information.

Be aware that information involving a threat to life and/or property, illegal activities, or legal action against the Company may require action that does not allow for complete anonymity.

### Investigation

It may be necessary for an investigator to contact the person making the report for more details. The investigator will conduct an internal investigation, focusing on the issue -- not on the identity of the person making the report. Results of the investigation will be documented, and appropriate action will be taken to correct the situation.

## RadioShack Hotline

### RADIOSHACK HOTLINE

1-877-RADIO99  
(1-877-723-4699)

The RadioShack Hotline is available to anyone wishing to report suspected unethical, dishonest, or illegal business conduct. RadioShack encourages its team members and shareholders to use the Hotline to report any issues of suspicion.

Team members are requested to use this system if they suspect a violation of Company policy has occurred. The RadioShack Hotline is available 24 hours a day, seven days a week.

### USE THE RADIOSHACK HOTLINE TO REPORT:

- Accounting or auditing irregularities
- Destroying, altering or falsifying company records
- Violations of antitrust, environmental or other governmental compliance regulations
- Insider trading
- Conflicts of interest
- Kickbacks
- Release of Proprietary Information
- Retaliation against Whistleblowers
- Fraud
- Discrimination
- Sexual Harassment
- Workplace Violence/Threats
- Theft of Cash, Goods/Services or Time
- Customer Relations

When calling to report a violation, a trained Interviewer will ask questions to document the situation. All calls will be handled confidentially. Calls are not recorded. Callers may choose to leave a name and contact number. If the caller chooses to remain anonymous, the Interviewer assigns them a report number and asks them to call back on a specified date. When Callers make follow-up phone calls to the Hotline, they may be asked additional questions or asked to add additional information to the report.

### ANONYMOUS CONTACT

While we understand the desire to report concerns anonymously, full details are almost always needed to reach a resolution. Additionally, it is often impossible to address concerns without revealing who has raised the concern. We prefer to support an open atmosphere where team members may voice their concerns without fear of retaliation.



## **Ask the Ethics and Compliance Team at RadioShack**

Don't be afraid to ask. In some cases, the right thing to do will be obvious, but in other more complex situations, it may be difficult to decide what to do.

When faced with a tough ethical decision or whenever there are any doubts as to the right thing to do, we encourage team members to talk to someone else such as a supervisor, another manager, or contact the Ethics and Compliance Team.

In addition to our Code of Ethics, we rely on the good judgment and decisions of our team members to maintain our company's ethical reputation. All questions, comments and issues are handled in a professional and confidential manner.

### **ETHICS AND COMPLIANCE TEAM AT RADIOSHACK**

Email: [ethics@radioshack.com](mailto:ethics@radioshack.com)  
Fax: (817) 415-0286  
Mail: RadioShack Ethics and Compliance Team  
MS CF5-359  
300 RadioShack Circle  
Fort Worth, Texas 76102

### **ANONYMOUS CONTACT**

While we understand the desire to report concerns anonymously, full details are almost always needed to reach a resolution. Additionally, it is often impossible to address concerns without revealing who has raised the concern. We prefer to support an open atmosphere where team members may voice their concerns without fear of retaliation.

## Communications with the Board of Directors

### COMMUNICATIONS WITH THE PRESIDING DIRECTOR

Stockholders with concerns regarding RadioShack pertaining to matters other than accounting, internal accounting controls or auditing matters can communicate confidentially with RadioShack's Presiding Director by using the following methods:

Mail: RadioShack Corporation  
c/o Corporate Secretary  
MS CF3-203  
300 RadioShack Circle  
Fort Worth, Texas 76102  
Attn: Presiding Director

E-mail: [RSPresidingDirector@foxruncapital.com](mailto:RSPresidingDirector@foxruncapital.com)

Telephone: 1-877-723-4699 (1-877-RADIO99)  
(Toll-free)

### COMMUNICATIONS WITH THE CHAIR OF THE AUDIT AND COMPLIANCE COMMITTEE

Stockholders with concerns regarding RadioShack pertaining to matters concerning accounting, internal accounting controls or auditing matters, or matters relating to RadioShack's Financial Code of Ethics can communicate confidentially with RadioShack's Chair of the Audit and Compliance Committee by using the following methods:

Mail: RadioShack Corporation  
c/o Corporate Secretary  
MS CF3-203  
300 RadioShack Circle  
Fort Worth, Texas 76102  
Attn: Chair of the Audit and Compliance Committee

E-mail: [ChairofAuditCommittee@radioshack.com](mailto:ChairofAuditCommittee@radioshack.com)

Telephone: 1-877-723-4699 (1-877-RADIO99)  
(Toll-free)

Please note that the telephone number listed above for the Presiding Director and the Chair of the Audit and Compliance Committee is administered by an independent third party and therefore does not provide direct communications with either the Presiding Director or the Chair of the Audit and Compliance Committee.

Mail sent to the address listed above for the Presiding Director or the Chair of the Audit and Compliance Committee will be forwarded, unopened, by the Corporate Secretary to the Presiding Director or the Chair of the Audit and Compliance Committee, as applicable. Calling the toll-free number allows stockholders to make reports anonymously and confidentially.

## COMPLIANCE WITH LAWS AND REGULATIONS

RadioShack team members are expected to conduct business and operations in compliance with all laws, rules and regulations applicable to its business and operations at all government levels.

RadioShack's team members located in foreign subsidiaries, divisions and other operations are expected to comply with U.S. law and local foreign law where either or both are applicable to them. If a conflict between U.S. and local law arises, please contact the Ethics and Compliance Team for assistance.

## TEAM MEMBER RELATIONS

It is the policy of RadioShack to comply with all U.S. and foreign laws and regulations applicable to its operations regarding team members, regulating employment, the employer-team member relationship, and the health and safety of team members.

### Workplace Environment

RadioShack is committed to providing a safe environment for its team members, customers and vendors.

It is the policy of RadioShack:

- To promote a positive and respectful workplace;
- To provide a workplace free from recognized safety and health hazards;
- To provide a workplace free from any behavior or conduct which demeans or belittles any individual on the basis of their race, color, religion, sex, disability, national origin, age, veteran status or sexual orientation;
- To provide a workplace free from any form of harassment including sexual harassment; and,
- To provide a workplace free from any behavior or conduct which creates an offensive, hostile, violent or intimidating work environment.

### Equal Employment Opportunity

RadioShack practices and promotes a policy of non-discrimination. RadioShack will not, under any circumstances, condone or knowingly tolerate conduct that may constitute discrimination in the work environment.

RadioShack prohibits discrimination on the basis of race, color, religion, sex, disability, national origin, age, veteran status or sexual orientation.

## CUSTOMER RELATIONS

### Customer Service

One of the basic principles of RadioShack is that EVERY customer will receive the very best service possible at all times and under all circumstances. A courteous, sincere and personal interest must be taken in the customer and in satisfying the customer's needs. The Company requires that every customer be treated with the same high level of customer service, consistent with our mission, vision and values.

### Customer Sensitivity Policy

Team members must treat all customers with respect and courtesy regardless of their race, color, religion, sex, disability, national origin, age, veteran status or sexual orientation. It is a violation of policy to engage in any form of discrimination, including refusing to serve, refusing to sell or refund merchandise, asking a customer to leave the store, or refusing to accept a customer's check or credit card on account of their race, color, religion, sex, disability, national origin, age, veteran status or sexual orientation.

To deliver a consistently high level of customer service, team members must conduct themselves in a professional manner at all times. Jokes or comments that are related to a person's race, color, religion, sex, disability, national origin, age, veteran status or sexual orientation may offend not only customers, but team members as well. While such jokes and comments may not be intended to be derogatory or mean-spirited, the listener may interpret such jokes and comments as derogatory or mean-spirited. Accordingly, ethnic, racial, sexual, religious, age-based or disability-based jokes and comments are strictly prohibited.

### Customer Privacy

RadioShack values its customers and their privacy. The company has built its business around millions of customers nationwide.

RadioShack is constantly working to improve the shopping experience of its customers. When a customer's name and address is requested, RadioShack's desire is to build a better customer relationship and to inform the customer of upcoming sales and special offers.

Customer information must be treated with discretion and respect. In fact, RadioShack prides itself on not selling our private mailing list to others. Customers will only receive offers and information from RadioShack and select, responsible companies that have joined with RadioShack to bring them information and offers the company believes customers will find interesting.

Customers who prefer not to receive offers, promotions and other information, may call 800-415-3200, e-mail at [customer.relations@RadioShack.com](mailto:customer.relations@RadioShack.com) or write at RadioShack Customer Relations, 300 RadioShack Circle, MS # CF7-101, Fort Worth, Texas 76102.

Rest assured RadioShack values its customers regardless of whether or not they choose to provide us with their name and address.

RadioShack's Privacy Policy for the RadioShack.com website and information provided by customers or otherwise collected on-line can be viewed online at:

<http://www.radioshack.com/images/site/legal/rsprivacy.asp?hp=privacy&site=radioshack>.

## COMPANY BOOKS AND RECORDS

### Internal Controls

RadioShack will devise and maintain a system of internal controls sufficient to provide reasonable assurances that transactions are properly authorized, executed and recorded.

### Accounting Practices

Team member responsibilities include maintaining accurate and complete Company records. Company transactions must be promptly and accurately entered in RadioShack's books in accordance with generally accepted accounting practices and principles.

No team member should rationalize or even consider misrepresenting facts or falsifying records. It will not be tolerated and will result in disciplinary action.

- All team members must comply with the Company's standard accounting and internal control practices and with generally accepted accounting principles, rules and controls.
- All Company records must accurately reflect and properly describe the transactions they record.
- All assets, liabilities, revenues and expenses will be recorded in the regular books of the Company.
- No false or artificial entries will be made in any books or records, for any reason;
- No entries will be made to intentionally conceal or disguise the true nature of a transaction;
- No undisclosed or unrecorded funds or assets will be established or permitted to exist for any purpose.
- No payments shall be made with the intent or understanding that part of the payment will be used for something other than what is described in the supporting documents of the payment;
- Team Members will not engage in any arrangement resulting in prohibited acts described above.

### Accurate Records

Honest and accurate recording and reporting of all information, including financial and operational, is required to make responsible business decisions.

In some cases, records are kept to comply with laws and regulations.

Information such as sales data, product, safety, personnel records and all financial records must be accurately recorded and reported in a timely manner.

### Records Management

The Corporate Records & Information department has company-wide responsibility for records and information management. The type of records to keep, the unit responsible for maintaining original records and the length of time to keep records are among the issues

addressed by the Corporate Records & Information department. Specifically, the department is responsible for the following:

- Developing, administering and coordinating the records and information management program;
- Issuing Record Retention guidelines; and
- Providing guidance on records and information questions.

## **CONFIDENTIAL INFORMATION**

RadioShack believes its confidential information is an important asset in the operations of its business and prohibits the unauthorized use or disclosure of this information.

RadioShack requires team members to comply with the spirit and the letter of U.S. and foreign laws and regulations protecting the property rights or trade secrets of RadioShack, its strategic partners, vendors and competitors.

### **Overview of Confidential Information Policy**

RadioShack must ensure the operations; marketing plans; product plans, designs and development; real estate activities; and other business affairs of the Company, as well as confidential information entrusted to us by our strategic partners and vendors, are kept confidential to the greatest possible extent.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

Confidential or proprietary information about the Company and its strategic partners or vendors must not be discussed or released to anyone who is not authorized to receive such information.

Team members in possession of confidential or proprietary information about the Company, its strategic partners, vendors or others are responsible for security of such confidential or proprietary information.

### **Economic Espionage Act**

Federal law; the Economic Espionage Act; and various state laws, make it a crime for any person to take, use or disclose a trade secret for the benefit of someone other than the owner. Team members and representatives who take, disclose or use confidential information of the Company, its strategic partners or vendors for their own benefit, or for the benefit of another person or organization (including competitors) risk criminal prosecution. All team members and representatives associated with the Company must comply with the Economic Espionage Act and related state laws.

### **Improperly Obtaining Confidential Information**

Team members and representatives associated with RadioShack should not improperly obtain confidential information from another person or organization.

## Examples of Confidential Information

Confidential information is any non-public information relating to RadioShack, its strategic partners, vendors, customers and team members. Examples of confidential information include:

Financial Information	Budgets and Forecasts	Operating Plans	Employment Related Information
Strategic Plans	Advertising Plans	Marketing Plans	Trade Secrets
Product Plans	Real Estate Activities	Vendor Information	Team Member Salaries
Partner Information	Contract Negotiations	Contract Terms	Mergers and Acquisitions
Product Costs	Product Designs	Product Development	

## COMPANY ASSETS

RadioShack team members are expected to protect and preserve Company assets such as cash, merchandise and other property.

Proper use of Company property, electronic communication systems, information resources, material, facilities, and equipment is the responsibility of each team member.

Team members should use and maintain Company assets with the utmost care and respect, guarding against waste and abuse.

Company assets should not be borrowed or removed from Company property unless properly authorized. However, certain Company assets can be removed if properly authorized by a member of management.

Instances of suspected depletion of assets or theft will be thoroughly investigated by Company officials, Loss Prevention Managers, private investigators engaged by the Company and/or by the appropriate law enforcement agency. Some types of asset depletion are:

- Outright theft of cash or taking any merchandise that is not fully paid for from the premises.
- The creation, omission, alteration, falsification or destruction of records to cover the taking of cash or merchandise.

### Examples of Company funds or assets include:

- Tangible assets include: Cash, securities, accounts receivable, inventory, office equipment and other Company owned property
- Intangible assets include: Company brands, trademarks or patents
- Goods provided by third parties for use by RadioShack include: Vendor samples or displays
- Services provided by team members or third parties
- Vendor rebates, coupons and credits

**Prohibited Use of Company funds or assets:**

- Use of Company funds or assets for illegal or improper purposes;
- Use of Company funds or assets for non-business purposes;
- Use of Company funds or assets as a political campaign contribution; and
- Unrecorded use or distribution of Company funds or assets.

**UNLAWFUL GIFTS AND PAYMENTS**

It is the Company's policy to fully comply with all U.S. laws and regulations applicable to improper gifts, bribes, kickbacks and other "sensitive transactions."

**Improper Payments, Bribes, Kickbacks, and Payoffs**

It is the policy of the Company not to pay, directly or indirectly any bribe, kickback or other payoff to any supplier or customer or to their employees or representatives. The use of an employee's personal funds or assets with respect to Company activities for any unlawful or improper purpose falling within the scope of this policy is also strictly prohibited.

Examples of improper payments include, but are not limited to:

- Gifts other than nominal value;
- Gifts, in any amount, in the form of cash, stocks, bonds, loans, loan guarantees or other extensions of credit;
- Gifts made by third parties, such as agents, suppliers, customers or consultants, for which reimbursement is made by the Company, and which would be improper under this policy if made directly by the Company; and,
- The uncompensated use of Company services, facilities or property, except as may be specifically authorized by the General Counsel.

This policy does not prohibit expenditures of reasonable amounts for meals and entertainment of suppliers and customers if such expenditures are ordinary and customary business expenses, are otherwise lawful, and are fully disclosed on expense reports and approved under established Company policy and procedures.



## GIFTS, TRIPS AND ENTERTAINMENT

### Payments from Vendors or Suppliers

Payment of individual bonuses or spiffs such as cash, checks or gift certificates, regardless of the amount, paid directly from the vendor or supplier to a team member are strictly prohibited.

### Vendor Contests

Vendor-sponsored contests are managed and paid through RadioShack Awards and Incentives.

### Gifts, Favors, or Entertainment from a Vendor

Team members should seek appropriate approval prior to acceptance of trips, gifts or favors, including services, or entertainment, including sporting events, valued in excess of \$100.

### Vendor Paid Out of Town Trips, Travel or Hotel (Housing) Expenses

Team members should seek appropriate approvals prior to acceptance of any vendor-paid out of town trip, travel or hotel expenses. The cost of airfare and hotel accommodations for trips by the Company's buyers and merchandising managers to a vendor's designated location for mutual convenience may be paid directly or reimbursed by a vendor provided that the trip is solely for business purposes; however, the trip should be approved in advance.

No trips will be accepted unless the sponsor has invited a large group of customers from other companies on the trip or has invited a large group of customers from other companies on similar trips. A large group is defined as ten or more persons.

## CORPORATE OPPORTUNITIES

RadioShack employees, officers, and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

As such, RadioShack employees, officers and directors are prohibited from the following:

- Taking for themselves personally opportunities that are discovered through the use of corporate property, information or position;
- Using corporate property, information, or position for personal gain; and
- Competing with the company.

## ANTITRUST LAWS AND FAIR COMPETITION

RadioShack team members are required to comply with the antitrust and unfair competition laws of the United States and foreign countries.

Antitrust laws protect the free enterprise system and promote open and fair competition. RadioShack's policy of compliance with these laws reflects a belief that a free competitive economy is essential to the Company's success.

Antitrust laws can be very complex to understand. Generally, antitrust laws concern:

- Agreements with competitors (including RadioShack Dealers) that harm customers, including price fixing and allocation of customers;
- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service, or agreements requiring the customer to purchase a product it does not plan to resell in order to acquire a product it plans to resell; and
- Attempts to monopolize, including pricing products below cost in order to eliminate competition.

**Violations of certain antitrust laws are felonies exposing the team member to substantial monetary fines and imprisonment.** Such a violation may also subject the Company to fines, injunctions and substantial monetary damages.

## **FAIR DEALING**

Each team member should strive to deal fairly with the Company's customers, suppliers, competitors and other team members. No team member should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **GOVERNMENT RELATIONS (GOVERNMENT CUSTOMERS)**

### **Payments, Gifts, and Entertainment**

Payments, gifts, or favors, including services to or entertainment of, government officials, other government personnel, or personnel of government-owned companies are prohibited unless approved in advance. This prohibition covers payments to any person while knowing or having reason to know that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any governmental official.

### **Contracting and Bidding**

The Company shall comply with all applicable U.S. and foreign federal, state and local laws, rules and regulations when preparing and submitting a bid for a government contract. Specifically, RadioShack's policy on Government Contracting and Bidding includes the following guidelines:

- Gifts or services of value will not be offered to any government employee for the purpose of obtaining a government contract or obtaining favorable treatment under a government contract;
- Product warranties and performance specifications for each bid will be properly reviewed to ensure RadioShack can comply with the bid specifications;
- Discussion of a bid or potential bid may be discussed with other potential bidders where permitted by law to form a team or joint bid; and,
- No information regarding the bid process will be solicited, directly or indirectly, prior to the award of the government contract.

## IMPORT AND EXPORT CONTROLS

It is the Company's policy to comply with all U.S. import and export control laws and regulations. The foreign operations of the Company also must comply with U.S. import and export control laws and regulations as well as applicable, comparable laws of foreign jurisdictions in which they do business. Subsidiaries and divisions operating outside the U.S. should seek legal advice regarding applicable laws and regulations of the foreign jurisdiction in which they do business, some of which may conflict with U.S. import or export law.

## INTERNATIONAL BUSINESS AFFAIRS

RadioShack conducts business worldwide, and as such, our policy is to comply with all U.S. laws and regulations applicable to domestic companies and their international business relationships.

RadioShack's foreign operations must comply with these laws and regulations, as well as applicable, comparable laws and regulations of the foreign jurisdictions in which they do business.

RadioShack's international business affairs can include the following examples of types of business with foreign third parties:

- Employment of an agent, consultant or sponsor for the purpose of obtaining work or projects, personnel visas, import licenses and other matters routinely necessary for operation within a country or region outside of the U.S.;
- Joint ventures, consortiums, shareholder agreements and other agreements;
- Distribution, Marketing, Sales Representation, Licensing or other Agreement to allow distribution, marketing, sales representation, licensing or other arrangement; and,

RadioShack will not enter into international business relationships without properly investigating persons or companies involved as well as the proposed arrangement.

## CONFLICT OF INTEREST

It is the policy of RadioShack to conduct our business and operations in such a manner to avoid conflicts of interest or even the appearance of a conflict of interest.

### Definition of Conflict of Interest

A "conflict of interest" occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively.

Conflict of interest is further defined as any activity, investment, interest or association that interferes, has the potential to interfere or appears to interfere with a team member's independent judgment or objectivity with regard to the Company's interests as a whole. Such conflicts of interest are prohibited. The following are further explanation of conflicts of interest, which should be avoided:

The following are further explanations of conflicts of interest, which should be avoided:

- A conflict of interest exists when factors other than merit can influence the decision making process.
- A conflict of interest can also arise when a team member, officer or director or member of his or her family, receives improper personal benefits as a result of his or her position in the Company.
- A conflict of interest can arise when a team member, officer or director takes actions or has interests that may make it difficult to perform his or her job duties objectively and effectively.
- Loans to, or guarantees of obligations of a team member, officer or director, or a member of his or her family, are also considered a conflict of interest.

### **RELATED PARTY VENDOR OR SUPPLIER RELATIONSHIP**

A related party vendor relationship is a type of conflict of interest which exists when a team member, relative of a team member (a spouse, child, parent, sibling, grandparent, grandchild, aunt, uncle or corresponding in-law or "step" relation), or any person(s) occupying the same household has a direct or indirect ownership interest in any business proposed to be engaged, or engaged in the supply of goods or services to the same department for which the team member works.

#### **Direct or Indirect Receipt of Payment from a Vendor**

The direct or indirect receipt of any vendor payments, gifts or favors through a related party vendor relationship as defined in "Related Party Relationships" is strictly prohibited.

#### **Ownership Interest in Vendor or Supplier**

Examples of a direct or indirect ownership interest are as follows: a financial investment in the vendor or supplier, employment by the vendor or supplier of a relative or person occupying the same household and participation in other business opportunities with the vendor or supplier. Owning less than five percent (5%) of the shares in a company listed on a major stock exchange is not considered a "conflict of interest."

#### **Participation with Vendors in Outside Investments and Business Opportunities**

Participation with a vendor in an investment or outside business opportunity should be avoided.

#### **Team Member Disclosure of a Vendor or Supplier Conflict of Interest**

Team members are under continuing obligation to disclose any situation that presents the possibility of a conflict of interest. A team member who has a conflict of interest or related party relationship must obtain approval from management prior to the team member or team member's department entering into a relationship with the vendor or supplier.

## GOVERNMENT AFFAIRS

It is the policy of RadioShack to comply with all federal, state and local laws regarding contributions to election campaigns, political parties, formation and operation of political action committees, and lobbying.

### **Political Contributions**

Contributions, on behalf of the Company, using Company funds, in connection with any election for federal, state or local office are not permitted, and no team member may make such contributions on behalf of the Company. This prohibition covers not only direct contributions, but also indirect assistance through the purchase of tickets to special dinners; fund-raising events; and, furnishing of goods, services or equipment to political parties or candidates.

When permitted by law and authorized by appropriate management, expenditures of Company funds may be made to inform or influence the voting public on an issue of importance to the business of the Company and its stockholders.

### **Political Action Committee (PAC)**

The Company may operate a Political Action Committee (PAC). Contributions to a PAC shall be accepted as permitted by law, and the PAC shall transmit contributions to candidates or parties that the PAC selects in accordance with law.

### **Lobbying**

The Company shall comply with all instructions and regulations for reporting of lobbying promulgated by the Federal Election Commission and the Texas Ethics Commission and all other applicable state and local laws and policies related to lobbying.

## ENVIRONMENTAL POLICY

RadioShack continues its commitment to provide a safe and healthful environment in all its operations.

It is RadioShack's expressed policy to comply with all applicable laws, codes, statutes and regulations of the United States (federal, state and local) and foreign countries where it conducts business, and to conduct all operations in a manner which promotes control and/or elimination of exposures that could be harmful to the Company's team members, neighbors and the environment.

## INSIDER TRADING

### I. Introduction

The purpose of this insider trading policy is to promote compliance with all applicable federal and state securities laws by RadioShack Corporation and its board members, officers and employees. This policy replaces any previous policy of RadioShack concerning insider trading.

### II. Applicability

This policy is applicable to all board members, officers, employees, agents and advisors of RadioShack Corporation and its subsidiaries (collectively, "RadioShack"). This policy applies to all our employees, whether located in or outside the United States. Questions regarding this policy should be directed to RadioShack's General Counsel.

### III. Policy

If any member of the board of directors, officer or employee of RadioShack, or any agent or advisor of RadioShack, has material nonpublic information relating to RadioShack, it is RadioShack's policy that neither that person nor any Related Person (as defined in Section IV.D. below) may buy or sell securities of RadioShack or engage in any other action to take advantage of, or pass on to others, that information. This policy also applies to material nonpublic information relating to any other company with publicly traded securities, including our customers or suppliers, obtained in the course of your employment by, or association with, RadioShack.

To avoid even the appearance of impropriety, additional restrictions on trading RadioShack securities, as described in Section VI below, apply to members of the board of directors and officers.

### IV. Definitions/Explanations

#### A. WHO IS AN "INSIDER?"

Any person who possesses material nonpublic information is considered an insider as to that information. Insiders include RadioShack board members, officers, employees, independent contractors and those persons in a special relationship with RadioShack (e.g., its auditors, consultants or attorneys). The definition of insider is specific to each transaction. In other words, an individual is an insider with respect to each item of material nonpublic information of which he or she is aware.

#### B. WHAT IS "MATERIAL" INFORMATION?

The materiality of information depends upon the circumstances. Information is considered "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision whether to buy, sell or hold a security or if the information is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company's business or to any type of security, whether debt or equity.

Some examples of material information include:

- Unpublished financial results,
- News of a pending or proposed company transaction,
- Significant changes in corporate objectives,
- News of a significant sale or purchase of assets,
- Resignation of the independent auditor,
- Changes in dividend policies, and
- Financial liquidity problems.

The preceding list is only illustrative; many other types of information may be considered "material," depending on the circumstances. The materiality of particular information is subject to reassessment on a constant basis.

### C. WHAT IS "NONPUBLIC" INFORMATION?

Information is "nonpublic" if it is not available to the general public. For information to be considered public, it must be widely disseminated in a manner making it generally available to investors through media like Dow Jones, Reuters Economic Services, The Wall Street Journal, Associated Press, or United Press International. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination, unless and until publicly confirmed or denied by RadioShack.

In addition, even after a public announcement of material information, a reasonable period of time must elapse in order for the market to react to the information. You must allow approximately two full trading days following publication as a reasonable waiting period before such information is deemed to be public. Therefore, if RadioShack makes an announcement before the commencement of trading on a Monday, an employee may trade in RadioShack securities starting on Wednesday of that week, because two full trading days would have elapsed by then (all of Monday and Tuesday). If the announcement is made on Monday after trading begins, employees may not trade in RadioShack securities until Thursday. If the announcement is made on Friday after trading begins, employees made not trade in RadioShack securities until Wednesday of the following week.

### D. WHO IS A "RELATED PERSON?"

For purposes of this policy, a Related Person includes:

- Your spouse, minor children and anyone else living in your household,
- Partnerships in which you are a general partner;
- Trusts of which you are a trustee; and
- Estates of which you are an executor or executrix.

## V. Restrictions

### A. NON-DISCLOSURE OF MATERIAL NONPUBLIC INFORMATION

Material nonpublic information must not be disclosed to anyone, except the persons within RadioShack or third party agents of RadioShack (such as the independent auditors, investment banking advisors or outside legal counsel) whose positions require them to know it, until this information has been publicly released by RadioShack.

### B. PROHIBITED TRADING IN RADIOSHACK SECURITIES

You may not place a purchase or sell order or recommend that another person place a purchase or sell order in RadioShack securities (including initial elections, changes in elections or reallocation of RadioShack stock in your RadioShack 401(k) plan account) when you have knowledge of material information concerning RadioShack that has not been disclosed to the public. By purchasing or selling RadioShack securities, you are attesting that you do not have knowledge of material nonpublic information concerning RadioShack.

This rule does not apply to the purchase of stock under the RadioShack Stock Purchase Plan, the RadioShack Supplemental Stock Plan, the RadioShack Shares Plan, or RadioShack's Executive Deferred Compensation/Stock Plans. However, stock that is acquired through these plans is subject to this policy and may not be sold while you are in possession of material nonpublic information.

### C. "TIPPING" INFORMATION TO OTHERS

Insiders are liable for communicating or tipping material nonpublic information to Related Persons and any other third party (a "tippee"). Further, insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material nonpublic information tipped to them and individuals who trade on material nonpublic information which has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material nonpublic information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material nonpublic information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

### D. AVOID SPECULATION

Investment in RadioShack and sharing in the growth of RadioShack, however, does not mean short-range speculation based on fluctuations in the market. Such activities may put the personal gain of the board member, officer or employee in conflict with the best interests of RadioShack and its shareholders. Consequently, board members and officers, and their Related Persons, may not trade in options, warrants, puts and calls or similar instruments on RadioShack securities or sell RadioShack securities "short." In addition, board members and officers, and their Related Persons, may not hold RadioShack securities



in margin accounts. Investing in RadioShack securities provides an opportunity to share in the future growth of RadioShack.

Anyone may, of course, exercise stock options granted to them by RadioShack and, subject to the restrictions discussed in this policy and other applicable RadioShack policies, sell shares acquired through exercise of these options.

#### **E. TRADING IN OTHER SECURITIES**

No RadioShack board member, officer or employee may place a purchase or sell order, or recommend that another person place a purchase or sell order, in the securities of another corporation if the person learns of material nonpublic information about the other corporation in the course of his/her employment with RadioShack.

### **VI. Additional Restrictions and Requirements for Board Members, Officers and Certain Other Employees**

#### **A. TRADING WINDOW**

In addition to being subject to all of the other limitations in this policy, members of the board of directors, officers, senior directors, and region directors of RadioShack may buy or sell RadioShack securities only during the period beginning two full trading days after the release of RadioShack quarterly earnings and ending one calendar month prior to the end of the next fiscal quarter, as described in the table below:

Trading Window Opens	Trading Window Closes
Two full trading days after the annual earnings release (typically in mid-February)	February 28/29
Two full trading days after the 1Q earnings release (typically in mid-April)	May 31
Two full trading days after the 2Q earnings release (typically in mid-July)	August 31
Two full trading days after the 3Q earnings release (typically in mid-October)	November 30

The General Counsel may also require persons in addition to those listed above to comply with the trading window for specified time periods.

#### **B. PRE-CLEARANCE**

Notwithstanding the fact that a trading window is open,

- all members of RadioShack's board of directors and RadioShack's General Counsel (and their Related Persons) must obtain prior clearance from the Presiding Director of the board of directors, and
- all RadioShack officers (and their Related Persons) must obtain prior clearance from RadioShack's General Counsel

before placing any order for or making any purchase or sale of RadioShack securities, including any exercise of stock options. Prior clearance is required for all purchases or sales, including modifying investment options in RadioShack's 401(k) plan.

Clearance of a transaction is valid only for a 48-hour period. If the transaction order is not placed within that 48-hour period, clearance of the transaction must be re-requested. If clearance is denied, the fact of such denial must be kept confidential by the person requesting such clearance.

### C. RULE 10B5-1 PLANS

Members of the board of directors, officers, and senior directors of RadioShack will not be prohibited from trading in RadioShack securities during periods when the trading window described above is closed, if the transactions are effected pursuant to a previously established contract, plan or instruction that satisfies the requirements of SEC Rule 10b5-1, as long as the contract, plan or instruction complies with all policies and procedures established by RadioShack and has been acknowledged in advance by the General Counsel.

The Company and the Company's officers, employees or other representatives will in no event be deemed, by their approval of an individual's plan, to have represented that the plan complies with Rule 10b5-1 or to have assumed any liability or responsibility to the individual or any other party if the plan does not comply with the Rule 10b5-1.

### Section 16: Filing Reports by Directors and Officers

Section 16 of the Securities Exchange Act of 1934 requires certain corporate "insiders" to file reports reflecting transactions in the corporation's equity securities (including derivatives related to such securities). Section 16 also compels these insiders to disgorge short-swing profits derived from trading activity within any six-month period.

#### REPORTING OBLIGATIONS

Each person who is or becomes a "reporting officer" or a director of RadioShack must file reports concerning his or her beneficial ownership of RadioShack securities with the Securities and Exchange Commission, the New York Stock Exchange and RadioShack. There are three types of forms that must be submitted on a timely basis to comply with Section 16 reporting requirements:

- **Form 3 for First-Time Filers:** This form must be filed within 10 calendar days after the event triggering the filing. Triggering events include the election of a corporate employee to director or reporting officer status (whether or not such person owns any corporate securities), or any transaction that places an investor's holdings in the corporation above 10 percent for the first time. Form 3 requires information as to the reporting officer's or director's beneficial ownership of all classes of RadioShack's equity securities, including options.
- **Form 4 for Changes in Beneficial Ownership:** This form is used to report changes in the reporting officer's or director's ownership position. It must be filed within two (2) business days after the transaction occurred. Directors and officers who cease to hold their positions must still report certain changes on Form 4 for up to six months after leaving their positions.

- **Form 5 for Annual Reconciliation:** The Form 5 is an annual report used to disclose certain exempt transactions (typically gifts) not previously reported on Form 4. It must be filed within 45 calendar days after the end of a corporation's fiscal year. Many insiders customarily file a Form 4 for all transactions, whether or not exempt, which negates the requirement of filing a Form 5.

It is RadioShack's policy that the ultimate responsibility to prepare and timely file Forms 3, 4 and 5 rests with the reporting officer or director, and NOT with RadioShack. As an accommodation to RadioShack's reporting officers and directors, the office of the General Counsel may furnish, prepare and file Forms 3, 4 and 5 for the reporting officers and directors. Each reporting officer and director is obligated to promptly provide information to the office of the General Counsel concerning any change in his or her beneficial ownership of RadioShack securities to ensure timely filing.

#### CHANGES IN BENEFICIAL OWNERSHIP COVERED BY SECTION 16

As noted above, transactions causing changes in a reporting officer's or director's beneficial ownership are generally required to be reported on a Form 4. A wide range of transactions can trigger this reporting requirement, and reporting officers and directors should therefore consider the following points:

- Reports under Section 16 cover beneficial ownership, as opposed to mere record ownership, of reporting officers and directors, and therefore include securities held by others for the reporting officer's or director's benefit (regardless of how the securities are registered).
- Securities held by immediate family members living in a reporting officer's or director's home are rebuttably presumed to be beneficially owned by the reporting officer or director.
- A reporting officer or director may in certain circumstances be presumed to beneficially own RadioShack securities held in trust. This ownership may include trusts (including living or family trusts) in which the reporting officer or director is a settlor or has or shares investment control. In addition, trusts in which the reporting officer or director, or his or her immediate family member (whether or not living in the reporting officer's or director's home), is a beneficiary are subject to particularly complex reporting requirements.
- The concept of "securities" for Section 16 purposes includes derivative securities (such as certain deferred stock units, options, stock appreciation rights and other rights with an exercise or conversion privilege at a price related to an equity security).

#### FAILURE TO COMPLY WITH SECTION 16

The consequences for failure to file a Form 3, 4 or 5 or failure to file on a timely basis could result in civil penalties, including substantial monetary penalties and cease and desist orders prohibiting the reporting officer or director from trading in RadioShack's stock for a certain period of time. Criminal penalties could be imposed for a willful failure to comply with reporting provisions. In addition, RadioShack must identify in its annual proxy statement reporting officers and directors who failed to file reports or who filed delinquent reports in the previous fiscal year.

In addition, under Section 16, reporting officers and directors face strict liability for effecting non-exempt purchases and sales (or sales and purchases) in RadioShack's securities within a six-month period that result in a "short swing profit" (whether this profit is actual or imputed). The statute compels the reporting officer or director to disgorge all profits gained in the transactions. The proceeds of the disgorgement are turned over to RadioShack's treasury. If RadioShack does not bring an action to recover these profits, any stockholder acting on RadioShack's behalf may do so. These stockholder lawsuits are not infrequent because the various reports that must be filed pursuant to Section 16 are publicly available. There are many law firms that actively monitor filings and file lawsuits if they identify violations.

#### PROCEDURES FOR FIRST-TIME FILERS

Prior to filing his or her initial Section 16 report, each Section 16 first-time filer that is a reporting officer or director shall:

- Be educated in Section 16's requirements and this policy,
- Sign an acknowledgement that the person is subject to this policy,
- Execute the initial Form 3 report, and
- Execute a power of attorney to facilitate future Section 16 filings.

## FINANCIAL CODE OF ETHICS

RadioShack Corporation (the "Company") maintains a Code of Ethics (the "RadioShack Code of Ethics") applicable to all directors, officers and employees of the Company, including the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the Controller. The provisions of the RadioShack Code of Ethics cover ethical conduct, conflicts of interest and compliance with law. In addition to the RadioShack Code of Ethics, the Company maintains the following specific policies applicable to the CEO, the President, the CFO, and the Controller (the "Financial Code of Ethics"), pursuant to Section 406 of the Sarbanes-Oxley Act:

- The CEO, the President, the CFO, and the Controller are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities Exchange Commission ("SEC") and in other public communications made by the Company. Accordingly, it is the responsibility of each of these persons to promptly bring to the attention of the Disclosure Review Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings and communications or may otherwise assist the Disclosure Review Committee in fulfilling its responsibilities.
- The CEO, the President, the CFO, and the Controller shall promptly bring to the attention of the Disclosure Review Committee and the Audit and Compliance Committee of the Board of Directors any information he or she may have concerning (a) any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
- The CEO, the President, the CFO, and the Controller shall promptly bring to the attention of the Chief Administrative Officer – General Counsel or the CEO, and to the Audit and Compliance Committee of the Board of Directors, any information he or she may have concerning any violation of the RadioShack Code of Ethics or this Financial Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any director or involving any member of management or other employees who have a significant role in the Company's internal control over financial reporting or disclosure controls and procedures.
- The CEO, the President, the CFO, and the Controller shall promptly bring to the attention of the Chief Administrative Officer – General Counsel or the CEO, and to the Audit and Compliance Committee of the Board of Directors, any information he or she may have concerning evidence of a material violation of securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or of any violation of the RadioShack Code of Ethics or of this Financial Code of Ethics.

The Board of Directors shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the RadioShack Code of Ethics or of this Financial Code of Ethics by the CEO, the President, the CFO, or the Controller. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the RadioShack Code of Ethics and to this Financial Code of Ethics, and shall include

- (a) Written notices to the individual involved that the Board of Directors has determined that there has been a violation,
- (b) Censure by the Board,
- (c) Demotion or re-assignment of the individual involved,
- (d) Suspension with or without pay or benefits,
- (e) Termination of the individual's employment, or
- (f) Such other action as the Board may determine is appropriate under the circumstances.

In determining what action is appropriate in a particular case, the Board of Directors or its designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.