

RADIOSHACK CORPORATION CORPORATE GOVERNANCE FRAMEWORK

RadioShack Corporation is governed by applicable law, a resolute commitment to moral values and ethical business practices, and comprehensive corporate governance policies adopted by the Board of Directors, including specific charters for all committees of the Board. Collectively, these corporate governance policies, charters, applicable law, and values constitute the corporate governance framework of the Company.

The business of the Company is conducted by its senior management, managers, and other employees, under the direction of the Chief Executive Officer (CEO), with oversight by the Board of Directors. Shareholders elect directors to be their fiduciary representatives and to take those actions that will preserve and/or enhance the long-term value of the Company for shareholders.

The Company and the Board of Directors share the perspective that directors have a primary obligation to act in the best interests of shareholders. However, the Company and the Board also believe that directors assume a broader moral and ethical responsibility in their deliberations and actions they take, which is to also consider and balance the interests of other stakeholders in the Company, such as lenders, employees, customers, suppliers and the communities in which the Company operates.

I. Responsibilities of the Board of Directors

The principal responsibility of the Board is to promote and act in the best interests of all shareholders so as to preserve and/or enhance the long-term value of the Company for shareholders and other stakeholders. In fulfilling this responsibility, the Board covenants that it will:

- A. Oversee legal compliance and ethical conduct;
- B. Select the CEO and other Senior Management with due care, and establish compensation and benefits for these executives that, in addition to appropriate base salaries, will include only performance-based bonus and incentive compensation plans;
- C. Evaluate the performance of the CEO and other Senior Management and make changes as may be required, in the sole discretion of the Board;
- D. Provide oversight of the Company's Senior Management succession planning and, in the case of CEO succession planning, assume sole responsibility for the selection process and decision;

- E. Review and approve the Company's long-term and short-term strategic business and financial plans, and monitor regularly the Company's performance with respect to these plans;
- F. Provide general oversight of the business and management of the Company;
- G. Evaluate the processes and performance of the Board and its Committees;
- H. Propose nominees for election as directors of the Company.
- I. Determine director compensation and establish Board service policies.
- J. Establish and maintain a mechanism for shareholders to communicate directly with the Presiding Director and Chair of the Audit and Compliance Committee.
- K. Engage professional advisors directly, as needed to fulfill its responsibilities; and,
- L. Consider the impact of actions taken by the Board and Senior Management on shareholders, employees, customers, suppliers, lenders, and the communities in which the Company operates.

II. Governance Policies and Practices

A. Oversee legal compliance and ethical conduct.

- 1) The Board approves the Company's Code of Ethics, which is comprised of the Company's values and Code of Conduct. The Code of Ethics represents a framework for decision-making, and is an expression of the Company's core values and expectations regarding business conduct.
- 2) Additionally, the Board also approves a Financial Code of Ethics applicable to the CEO, President, Chief Financial Officer (CFO) and the Controller.
- 3) The Corporate Governance Committee shall monitor compliance with the Code of Ethics and the Financial Code of Ethics.

B. Select the CEO and other Senior Management with due care, and establish compensation and benefits for these executives that, in addition to appropriate base salaries, will include only performance-based bonus and incentive compensation plans.

- 1) Senior Management is defined as the CEO, President, all corporate level Senior Vice Presidents, and the chief executive or manager of each significant unit, subsidiary or division of the Company.
- 2) The Board (or its designated committee) will approve all compensation plans for corporate officers, operating subsidiary officers and division officers with a base salary rate of \$125,000 or more per annum.

- 3) Any bonus or incentive compensation plan established for Senior Management must be performance-based, with such performance criteria, parameters and metrics approved by the Board (or its designated Committee).

C. Evaluate the performance of the CEO and other Senior Management and make changes as may be required, in the sole discretion of the Board.

- 1) The non-employee directors of the Company, acting collectively, will conduct a performance evaluation of the CEO annually.
- 2) The CEO will conduct performance evaluations of Senior Management annually and review the results of such evaluations with the Board (or its designated Committee).
- 3) The Board and CEO will annually review the final performance measures and attainment of goals for the prior year for each member of Senior Management.
- 4) The Board and CEO will annually review the proposed goals and performance measures for the upcoming year for each member of Senior Management.
- 5) The specific criteria and content of the CEO evaluation process will be structured by the non-employee directors but, at a minimum, will encompass a review of CEO performance in the following areas:
 - a) Financial performance of the Company;
 - b) Performance against established goals, objectives and metrics;
 - c) Leadership effectiveness;
 - d) Demonstrated consistent values and exemplary conduct;
 - e) Creation and execution of a Company vision and strategy;
 - f) Development of sound long-term and annual business plans in support of the approved strategy;
 - g) Development, retention and motivation of an effective Management team; and
 - h) Succession plans for Senior Management.
- 6) The results of the CEO evaluation will identify strengths and areas of improvement, and will provide input for evaluation of CEO compensation by the Management Development and Compensation Committee.
- 7) The Chairs of the Management Development and Compensation and Corporate Governance Committees, and the Presiding Director, will review the CEO evaluation with the CEO personally, and report to the Board on follow-up items.

- 8) The Board believes that stock ownership by senior managers strengthens their commitment to the future of the Company and further aligns their interests with shareholders. The Board has set stock ownership guidelines for all officers commensurate with their base salary. Compliance with stock ownership guidelines is expected within five years from the date of initial election as an officer.
- 9) The CEO and all other officers shall obtain the approval of the Corporate Governance Committee prior to accepting an invitation to serve on the board of another public company, a privately-held company, or a not-for-profit organization that would require a substantial commitment of time. Generally, it is believed that such outside directorships should be limited to no more than two.

D. Provide oversight of the Company's Senior Management succession planning and, in the case of CEO succession planning, assume sole responsibility for the selection process and decision.

- 1) The Board will review the Company's succession planning for Senior Management positions with the CEO annually, or more frequently as the Board may determine.
- 2) The Board retains the exclusive responsibility for CEO succession, including the selection criteria and process, evaluations of internal and external candidates, and the extent to which the current CEO is involved in the process. It is expected that, barring unusual circumstances, input and recommendations from the current CEO will be included and considered.
- 3) In the event of an unanticipated vacancy involving the CEO, the Board shall immediately identify a qualified successor, or appoint an interim CEO until a permanent replacement is chosen in accordance with the Board's search and selection process.

E. Review and approve the Company's long-term and short-term strategic business and financial plans, and monitor regularly the Company's performance with respect to these plans.

- 1) The Board will review and approve the broad strategic and financial objectives of the Company through a collaborative process with Senior Management.
- 2) Senior Management and the Board will conduct an annual strategic planning meeting that will include review and discussion of long and short-term strategic plans.
- 3) Senior Management is responsible for developing specific shorter-term strategic and tactical business plans, which shall be consistent with the overall strategic and financial objectives approved by the Board.

- 4) An update on the Company's performance with respect to these plans will be discussed at each Board meeting.

F. Provide general oversight of the business and management of the Company.

1) Access to Management.

Directors shall have complete access to corporate management at all times. However, it is understood that such access should not substantially detract from the business operations of the Company.

2) Board Structure.

- a. Size of the Board. Under the Company's Bylaws, the Board shall determine the number of directors; however, the minimum number of directors must be three.
- b. Chairman of the Board. The Board will annually elect a Chairman of the Board from among the directors to preside over meetings of the shareholders and of the Board.
- c. Offices of Chairman of the Board, CEO and President. The Board may, in its discretion, separate or combine the offices of Chairman of the Board, CEO and President of the Company.
- d. Presiding Director. The non-employee directors shall appoint a Presiding Director in order to strengthen the independence and the role of the non-employee directors.

i. Method of Selection.

The Board has appointed the Chair of the Corporate Governance Committee to serve as the Presiding Director until the first to occur of either the expiration of three years or the appointment of a new Chair of the Corporate Governance Committee.

ii. Responsibilities and Duties. The duties of the Presiding Director are as follows:

- a) Preside at Board meetings in the absence of the Chairman of the Board, or upon designation by a majority of directors;
- b) Preside at executive sessions or other meetings of the non-employee directors;
- c) Recommend the retention of consultants, legal, financial, or other professional advisors who are to report directly to the Board;
- d) Consult with the Chairman of the Board as to agenda items for Board and committee meetings; and

- e) Coordinate with committee chairs in the development and recommendations relative to Board and committee meeting schedules.

3) Board Meetings.

- a. Selection of Agenda Items. Upon consultation with the Presiding Director, the Chairman of the Board and CEO will establish the agenda for each Board meeting. Any director may request, without restriction, the addition of specific agenda items.

The Chairman of the Board and CEO annually will prepare a list of items and a calendar of meetings at which such items will be presented for the coming year. At the regular December meeting, the Chairman of the Board and CEO will present this proposed schedule and will solicit any additional items from directors. Special items will be placed on the agenda throughout the year as needed.

- b. Scheduling Board Meetings. Upon consultation with the Presiding Director, the Chairman of the Board and CEO shall determine the frequency, location and time requirements for regularly scheduled Board meetings. Special meetings of the Board may be called in accordance with the Company's Bylaws.
- c. Board Materials Distributed in Advance. Prior to each Board meeting, directors will receive copies of the meeting notice, agenda and advance copies of supporting materials for agenda items to be discussed. Whenever possible, any request for Board action should be accompanied by adequate supporting information in advance of the meeting. It is expected that sending such materials approximately one week in advance of regularly scheduled Board and committee meetings will allow directors adequate time for review and preparation.
- d. Executive Sessions. The non-employee directors shall meet in executive session at regularly scheduled Board meetings, with or without such other persons as they deem appropriate.

- 4) Other Meetings of Non-Employee Directors. Non-employee directors shall meet in executive session without management at least two times per year. The Presiding Director shall be chair of the meeting.

5) Regular Communications with the Board.

- a. Information Related to the Company. Senior Management will provide information and data on a regular basis to assist the Board in better understanding the Company's business activities and performance. This information and data may include information related to the Company, its operations, key performance indicators and other metrics, the Company's competitors, current or pending legislation and regulatory matters, and securities analysts' reports. This information and data should be as current as practicable.
- b. Supplemental Information. Upon request, a director will be provided supplemental information that, in the director's sole judgment, is necessary or useful in fulfilling the director's responsibilities.

6) Committees.

- a. Standing Committees. The three standing committees of the Board are Audit and Compliance, Corporate Governance, and Management Development and Compensation.
- b. Primary Committee Responsibilities.
 - i. Audit and Compliance. To assist the Board in its oversight responsibilities with respect to: (1) the integrity of the Company's financial statements; (2) the Company's compliance with legal and regulatory requirements; (3) the independent auditor's qualifications and independence; (4) the performance of the Company's internal audit function and independent auditors; and (5) selection and oversight of the Company's independent auditor, and fees related thereto.
 - ii. Corporate Governance. To assist the Board in its oversight responsibilities with respect to: (1) identifying qualified individuals as new directors; (2) developing and refining processes for evaluating the performance of the Board and individual directors; (3) monitoring compliance with the Board Services policies; and (4) developing and implementing the Company's corporate governance guidelines.
 - iii. Management Development and Compensation. To assist the Board in its responsibilities related to executive compensation; to produce an annual report on executive compensation for inclusion in the Company's proxy statement; to administer and review the Company's incentive-based and equity-based compensation plans; and to provide management development and succession planning.
- c. Charters. Each standing committee will operate under a charter approved by the Board. Each committee will review its charter at least

annually or more frequently to the extent required, and will submit any changes to the Board for approval.

- d. Assignment and Rotation of Committee Members. The Chairman of the Board, with consideration of the desires of individual Board members, will recommend committee assignments to the Corporate Governance Committee. After review of the recommendations, the Corporate Governance Committee will submit the proposed assignments to the full Board for approval. The Board will make committee assignments following the annual shareholders meeting. Committee members will be generally rotated every three or four years or as the Board otherwise deems appropriate.
- e. Committee Chairs. Following the annual shareholders meeting, the Board will appoint committee chairs for the Audit and Compliance Committee, the Corporate Governance Committee, and the Management and Development Committee. Committee chairs generally will be rotated every three years or as the Board deems appropriate.
- f. Committee Meeting Schedules. The chair of each committee shall determine the frequency, location and time requirements for regularly scheduled committee meetings. Any committee member will have the right to call a special meeting of the committee.
- g. Committee Meeting Agendas. The chair of each committee will prepare an annual schedule of all recurring items to be considered by the committee. Special items may be placed on the agenda throughout the year as the committee chair determines, after consultation with other committee members.
- h. Reports to the Board. Each committee chair will report on committee business at the next regularly scheduled Board meeting following the committee meeting.
- i. Additional Standing Committees. Additional standing committees may be established by the Board at any time. The Corporate Governance Committee will recommend to the Board the general responsibilities of the additional committee. The Board will by resolution establish the responsibilities of the additional committee as deemed advisable by the Board.
- j. Ad Hoc Committees; Disbanding a Committee. The Board may, from time to time, appoint special ad hoc committees or disband any existing committee, to the extent that such actions are consistent with the Company's Bylaws and do not conflict with any applicable law, regulation or listing standard.

- k. Independence of Certain Committee Members. Only “independent directors” will serve on the Audit and Compliance Committee, the Corporate Governance Committee, and the Management Development and Compensation Committee. The Board will review appointments to ensure the applicable independence requirements of the listing standards of the New York Stock Exchange and other applicable laws and regulations are met.

G. Evaluate the processes and performance of the Board and its Committees.

The Board believes an annual self-evaluation process serves to enhance the performance of the Board and its committees. The Corporate Governance Committee will design and lead the Board evaluation process. Directors will be requested to provide assessments of the Board and its overall effectiveness, and to evaluate the performance of individual directors. Additionally, each committee will perform an annual self-evaluation of its overall performance and report the results to the Corporate Governance Committee, which will present a consolidated report to the Board on each committee’s effectiveness.

H. Propose nominees for election as directors of the Company.

- 1) Annual Election of Directors. In accordance with the Company’s Bylaws, directors of the Company are elected each year at the annual meeting of shareholders. The Corporate Governance Committee is charged with the responsibility to recommend to the Board individual nominees.
- 2) Interim Election of Directors. In the event a vacancy occurs on the Board between annual meetings, the Board may fill such vacancy until the next annual meeting of shareholders. The Corporate Governance Committee will appraise potential nominees to fill vacancies and make recommendations to the Board.
- 3) Nomination Process.
 - a. In accordance with the Company’s Bylaws, applicable laws and regulations of stock exchanges on which the Company’s securities are listed, nominations for the election of directors may be proposed by any member of the Board of Directors, by the Corporate Governance Committee of the Board of Directors, or by any stockholder generally eligible to vote in the election of directors. The Company’s Bylaws specify the information required to submit a proposed nominee and the date by which a nomination must be made in order to be included in the annual proxy. Stockholders may propose nominations for consideration by the Corporate Governance Committee by timely submitting names and supporting information to the Company’s Secretary.
 - b. All nominations properly submitted by shareholders and/or members of the Board that are submitted in accordance with the Company’s Bylaws

will be reviewed by the Corporate Governance Committee. The Corporate Governance Committee, after reviewing such nominees under the procedures and standards as defined in its Charter, will recommend to the full Board nominees for election to the Board at the Company's annual meeting of stockholders. The Board will review and approve nominees to be submitted to the stockholders for election. Between annual stockholders' meetings, the Board may fill vacancies and additional members by appointing directors to serve until the next annual stockholders meeting.

4) Board Membership Qualifications. The Board shall be composed of a majority of independent directors with a diverse range of experience, talent, expertise and occupational or related professional backgrounds. As such, when evaluating potential Board nominees, the competencies of the entire Board and characteristics of individual directors should both be considered. The Board has delegated the responsibility for evaluating potential Board nominees to its Corporate Governance Committee.

a. Characteristics of Individual Directors. Potential new and incumbent directors should demonstrate or possess a preponderance of the following personal characteristics:

- Demonstrable personal commitment to the long-term interests of the stockholders;
- Strength of character;
- Leadership;
- Highest personal and professional ethics, integrity, and values;
- Independence from the Company and its affiliates;
- Personal accountability;
- Informed judgment;
- Open participation in deliberations;
- Inquisitive personality;
- Independent thinker;
- Wise counsel;
- Financial literacy;
- Mature self-confidence;
- Investment of time and effort on consistent basis;
- High performance standards; and
- Demonstration of proven track record in area of expertise.

b. Collective Board Competencies. The composition of the Board, as a whole, should represent diverse experiences at the policy-making levels of significant commercial enterprises. Additionally, the collective competencies of the Board should include directors with expertise in one or more of the following areas:

- Accounting and finance;

- Broad business judgment;
 - Management experience at a senior policy-making level in one or more functional areas of a major public company;
 - Crisis management;
 - Industry knowledge;
 - International markets; and
 - Strategy and vision.
- c. Background Investigation. Each new Board nominee will be subject to an independent background investigation as part of the nomination process.
- d. Board Independence. A majority of the members of the Board shall be independent directors. The Board's goal is to have at least 75% of its members be independent directors. Additionally, no more than two directors may be employees of the Company.
- e. Board Succession Plan. The Corporate Governance Committee shall establish and update as needed a succession plan for each director in order to identify potential Board candidates meeting the individual characteristics and collective Board competencies described above.
- 5) Election of Directors. The Board has amended the Bylaws of the Company to provide for majority voting in the election of directors. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. Any director who is not so elected shall tender his or her resignation immediately following confirmation of the results of the election. In the event that such resignation is not timely tendered, the Board shall deem the resignation to have been tendered. The Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. In determining whether or not to recommend that the Board accept any resignation offer, the Corporate Governance Committee shall be entitled to consider all factors believed relevant by such Committee's members.

The Board will act on the Corporate Governance Committee's recommendation within ninety (90) days following certification of the election results. In deciding whether or not to accept the tendered resignation, the Board will consider the factors considered by the Corporate Governance Committee and any additional information and factors that the Board believes to be relevant. Unless applicable to all directors, the director(s) whose resignation is under consideration is expected to recuse himself or herself from the Board vote. Thereafter, the Board will promptly

publicly disclose its decision regarding the director's resignation offer (including the reason(s) for rejecting the resignation offer, if applicable).

I. Determine director compensation and establish Board service policies.

- 1) Director Compensation. Director compensation will be determined by, among other things, a review of director compensation plans at comparable publicly-traded retail companies and comparable Fortune 500 companies. The Corporate Governance Committee, from time to time, shall recommend to the Board the level and type of director compensation. The Board believes that equity should be a component of director compensation. Directors shall have the option to receive their retainer and meeting fees in cash, Company common stock or a combination of both. Directors will also be afforded an opportunity to defer all or a portion of their cash or equity compensation. Employee directors will not receive any cash or equity compensation for service as a director.
- 2) Board Service Policies. The Board has established Board service policies to further improve the effectiveness of the Board and its committees. As such, it is expected that each director will comply with the following policies:
 - a. Attendance. Regularly scheduled Board and committee meeting dates are established two years in advance of the meetings to avoid conflicts with existing commitments of directors. Directors are expected to attend meetings in person unless the meeting has been scheduled to be held by telephone.
 - i. Regular and Special Meetings. Directors are expected to attend regularly scheduled Board and committee meetings and to use their best efforts to attend special Board and committee meetings.
 - ii. Absences. Directors should inform the committee chair or Chairman of the Board in advance of any expected absence and the reason therefore. If feasible, directors should discuss with the Chairman of the Board the major subjects to be presented at the meeting.
 - iii. Absentee Rate Disclosure. In the event that a director's absentee rate must be disclosed in the Company's proxy statement (*i.e.*, the director's absences are greater than 25%), there is a presumption that the director is unable to participate fully in the responsibilities of director and will not stand for re-election. The Board may consider unique circumstances and waive this presumption.
 - b. Non-Employee Director Equity Ownership. Each non-employee director shall, directly and/or indirectly, own shares of the Company's stock with a minimum value equal to 200% of the director's annual retainer by no later than immediately prior to the director's fourth anniversary of his or her election to the Board.

- c. New Director Orientation. Newly appointed or elected directors shall attend orientation sessions conducted by the Company to familiarize themselves with the Company's business, strategies, plans, significant financial, accounting and risk management issues, compliance policies, Code of Ethics and Senior Management team.
- d. Director Continuing Education. The Board believes that the effectiveness of its oversight responsibilities is enhanced by director participation in specialized education programs that focus on corporate governance, director education, accounting, finance, and other relevant topics. Therefore, it is expected that directors will attend at least 24 hours of continuing education during a three-year period. The Company will pay seminar tuition and related travel expenses. The Corporate Governance Committee will maintain current information on available programs and will report to the Board annually on participation by directors.
- e. Change in Status or Occupation. Each non-employee director should inform the Chair of the Corporate Governance Committee and the Chairman of the Board of any principal occupational change, including retirement, as promptly as practicable after such change, and should volunteer to resign from the Board. If the non-employee director does not tender his or her resignation, the resignation will be deemed to have been tendered by such director. The Corporate Governance Committee will review the change in status and make its recommendation to the Board for action, if any.
- f. Notification of Changes in Board Service. Each non-employee director should inform the Chair of the Corporate Governance Committee and the Chairman of the Board of any change in other boards of directors on which the director sits, including such director's service on an additional board. In addition, each non-employee director should inform the Chair of the Corporate Governance Committee and the Chairman of the Board of any change in such director's service on committees of other boards on which the director sits. All notifications should be made, if possible, prior to the actual change, but in any case should be made promptly after such change.
- g. Notification of Certain Transactions. Each non-employee director should promptly inform the Chair of the Corporate Governance Committee and the Chairman of the Board of any direct or indirect relationship, including between the director (or an affiliate or immediate family member of the director) and the Company, whether proposed or existing, that could affect the independence of the director (including the independence requirements under SEC regulations and NYSE listing standards, and including audit committee independence standards).
- h. Retirement Age. A director shall retire from the Board immediately prior to the annual meeting of shareholders following his or her 72nd birthday.

J. Establish and maintain a mechanism for shareholders to communicate directly with the Presiding Director and Chair of the Audit and Compliance Committee.

- 1) Communications with the Presiding Director. Shareholders who have concerns regarding the Company that pertain to matters other than accounting, internal accounting controls or auditing matters can communicate confidentially with the Company's Presiding Director, using the following methods:

a. By Mail:

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

Mail sent to the above address will be forwarded, unopened, by the Corporate Secretary to the Presiding Director.

b. By e-mail:

PresidingDirector@radioshack.com

c. Telephone Call (toll-free): 1-877-723-4699 (1-877-RADIO99)

This is not a direct communication with the Presiding Director, as it is administered by an independent third party. Calling the toll-free number allows shareholders to report complaints anonymously and confidentially.

- 2) Communications with the Chair of the Audit and Compliance Committee: Shareholders who have concerns regarding the Company that pertain to matters concerning accounting, internal accounting controls or auditing matters can communicate confidentially with the Company's Chair of the Audit and Compliance Committee, using the following methods:

a. By Mail:

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

Mail sent to the above address will be forwarded, unopened, by the Corporate Secretary to the Chair of the Audit and Compliance Committee.

b. By e-mail:

ChairofAuditCommittee@radioshack.com

c. Telephone Call (toll-free): 1-877-723-4699 (1-877-RADIO99)

This is not a direct communication with the Chair of the Audit and Compliance Committee, as it is administered by an independent third party. Calling the toll-free number allows shareholders to report complaints anonymously and confidentially.

K. Engage professional advisors directly, as needed to fulfill its responsibilities.

The Board will have the sole authority to retain, at the Company's expense, independent compensation consultants, expert advisors or other professionals, as the Board deems necessary to fulfill its responsibilities, without obtaining the approval of any officer of the Company in advance. The Board will have sole authority to approve any such consultants', advisors' or other professionals' fees and other terms of retention.

L. Consider the impact of actions taken by the Board and Senior Management on shareholders, employees, customers, suppliers, lenders, and the communities in which the Company operates.