

**RADIOSHACK CORPORATION
CORPORATE GOVERNANCE COMMITTEE CHARTER**

February 25, 2005

I. PURPOSE

The Corporate Governance Committee (the “Committee”) is established by the Board of Directors to develop, recommend, implement and maintain the Company’s Corporate Governance Framework; identify and recommend directors and committee members; oversee the Board and evaluate senior management; oversee Board and Committee evaluations; oversee the Company’s Code of Ethics; and oversee risk management and compliance.

II. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- A. Corporate Governance Framework. The Committee shall periodically review and reassess the adequacy of the Company’s Corporate Governance Framework and recommend any proposed changes to the Board for its consideration and approval.
- B. Board Nominees. The Committee shall seek individuals qualified to become Board members for recommendation to the Board, including evaluating persons suggested by shareholders or other third parties, and conduct the appropriate inquiries into the backgrounds and qualifications of possible nominees. The Committee shall determine each proposed nominee’s qualifications for service on the Board. The assessment will include a review of the individual characteristics and the collective board competencies described in the Company’s Corporate Governance Framework, as well as other factors the Committee determines to be pertinent in light of the current needs of the Board. Each nominee should be a person of integrity and be committed to devoting the time and attention necessary to fulfill his or her duties to the Company.
- C. Committee Oversight. The Committee shall have oversight of the evaluation of the Board and senior management. Its oversight of senior management shall be in conjunction with the Management Development and Compensation Committee.
- D. Self-Evaluation. The Committee shall oversee the development of annual self-evaluation programs for the Board, individual directors and committees of the Board and shall present a consolidated report to the Board of the evaluations. The Committee shall evaluate the performance of each director annually before recommending to the Board his or her nomination for an additional term as director.
- E. Code of Ethics. The Committee shall assist the Board with its responsibilities for oversight of the Company’s Code of Ethics and Financial Code of Ethics and review compliance with these Codes.
- F. Director Status. The Committee shall review the appropriateness of continued board or committee membership when the professional or independence status of a director changes from that held when initially elected or appointed to the Board.

- G. Stock Ownership. The Committee shall review director compliance with the Company's stock ownership guidelines.
- H. Outside Service. The Committee shall act upon requests by officers to serve on outside boards of directors.
- I. Legal Compliance. The Committee shall review the Company's policies and procedures designed to promote compliance with applicable laws through discussion with the Chief Administrative Officer and the internal auditor.
- J. Enterprise Risk Management. The Committee shall review and monitor the Company's Enterprise Risk Management Program and insurance coverage.
- K. Litigation. The Committee will periodically review the status of certain litigation matters of the Company.
- L. Loss Prevention. The Committee shall review the Company's annual update on loss prevention and security matters.
- M. Conflict of Interest. The Committee shall consider issues involving conflicts of interest or related party transactions with directors or officers and similar issues. The Committee shall have the authority to consider for approval any related party transactions and, if possible, approve such transactions before they are entered into.
- O. Director Compensation. The Committee shall recommend and review all matters pertaining to fees and retainers paid to directors for Board and committee service and for serving as Presiding Director or Chair of a Board committee. In determining compensation, the Committee shall take into consideration the responsibilities of the directors and fees being paid by other corporations comparable to the Company. Director compensation will be a combination of cash and stock in the Company. The stock component should be a significant portion of the total compensation.

III. AUTHORITY TO ENGAGE ADVISORS AND INVESTIGATIVE AUTHORITY

The Committee will have the sole authority to retain, at the Company's expense, outside counsel, independent search firms, consultants, experts or other advisors, as the Committee deems necessary to fulfill its responsibilities (including identification of director candidates or evaluation of director compensation), without obtaining the approval of the Board or any officer of the Company in advance. The Committee will have sole authority to approve any such counsels', firms', consultants' or other advisors' fees and other terms of retention.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

IV. COMMITTEE MEMBERSHIP AND ORGANIZATION OF COMMITTEE

- A. Appointment. The Committee shall be appointed by the Board, and shall be comprised of at least three directors. Members of the Committee may be removed, with or without

cause, by the Board at any time, in its discretion. The Board shall designate a Chair for the Committee.

- B. Member Qualifications. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange and the Company's Corporate Governance Framework.
- C. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- D. Annual Performance Evaluation. The Committee shall annually review its own performance. The Committee's evaluation, along with the other Board committees' evaluations, will be presented in a consolidated report to the Board.
- E. Subcommittees. The Committee may form and delegate authority to subcommittees when appropriate.

V. MEETINGS

- A. Frequency of Meetings; Quorum. The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but at least quarterly each year, and at such times and places as the Committee shall determine. A majority of the members shall constitute a quorum.
- B. Attendees. The Committee may meet separately with such persons as the Committee deems appropriate in its judgment to discuss any matters that such persons may wish to bring to the Committee's attention or that the Committee wishes to bring to such persons' attention.
- C. Report. The Chair of the Committee shall report on the actions taken by the Committee at the Board meeting following the Committee meeting.