

FOOT LOCKER, INC.

HUMAN CAPITAL AND COMPENSATION COMMITTEE CHARTER

PURPOSE AND AUTHORITY OF COMMITTEE

The purpose of the Human Capital and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Foot Locker, Inc. (the “Company”) is to, together with the other independent directors, determine and approve the compensation of the Company’s Chief Executive Officer (“CEO”), and determine and approve the compensation of the Company’s other executive officers and certain other highly-compensated executives. The Committee shall also review and make recommendations to the Board regarding executive development and succession, including for the position of CEO. The Committee is also responsible for overseeing the Company’s human capital management function.

The Committee shall also have the authority to form subcommittees of not less than two members and to delegate to such committees such tasks and responsibilities as it deems appropriate, in each case, not inconsistent with applicable law, regulations and New York Stock Exchange (“NYSE”) listing standards.

The power and authority of the Committee is subject to the provisions of the Business Corporation Law of the State of New York, the Company’s Certificate of Incorporation, and the Bylaws.

MEMBERSHIP

The Committee shall consist of at least three directors appointed by the Board to serve at the pleasure of the Board in accordance with the Bylaws. The Chair and other members of the Committee shall be appointed and may be removed by the Board based upon the recommendation of the Nominating and Corporate Responsibility Committee. The Committee shall be composed entirely of independent directors, as determined by the Board in accordance with the requirements of the NYSE, including the additional independence requirements specific to compensation committee members. Additionally, the Committee shall be composed of directors who are not eligible to participate in any of the Company’s executive compensation plans with respect to which they have the authority to exercise discretion, other than the Company’s Stock Incentive Plan or successor plan.

In addition, the members of any sub-committee established to administer a stock option and award plan, or the members of the Committee if the Committee administers such plans, shall meet the requirements of a “non-employee director” under Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”).

MEETINGS

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee Chair will preside at each

meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, generally at the next regularly scheduled Board meeting following a Committee meeting.

POWERS, DUTIES, AND RESPONSIBILITIES

The Committee's powers, duties, and responsibilities shall be as follows:

Compensation, Benefits, and Employment Arrangements

1. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation.
2. Oversee the design, maintenance, and administration of a compensation program for the CEO, the Company's other executive officers, and any other executive earning an annual base salary equal to or greater than \$500,000 (collectively, including the CEO, the "Covered Executives").
3. Conduct periodic assessments of the appropriateness and competitiveness of the Company's executive compensation plans for the Covered Executives relative to other comparable benchmark and peer group companies.
4. Annually review and approve the base salaries and target annual and long-term incentive compensation for the Covered Executives.
5. Review and recommend to the Board for its approval with regard to the CEO, and review and approve with regard to the other Covered Executives, as applicable, employment agreements, other compensation arrangements, and severance agreements.
6. Review, approve and, when appropriate, recommend to the Board for approval, any annual and long-term incentive compensation plans, equity-based plans, and any goals thereunder, amendments thereto or terminations thereof; evaluate the performance of the Company or the Covered Executives in light of those goals; review and approve payments to Covered Executives thereunder; and make recommendations to the Board with respect to such plans.
7. Grant stock options, restricted stock unit awards, performance stock unit awards, and other stock-based awards.

8. Approve all other forms of cash, stock, incentive compensation, and perquisites or other personal benefits for the Covered Executives as may be determined from time to time.
9. Oversee compliance with stock ownership guidelines for executive officers.
10. Review and, to the extent provided in the relevant plan documents, administer executive retirement and benefit plans that are not generally available to salaried employees.
11. Review and approve the implementation or amendment of any compensation recoupment, “clawback” or similar policy allowing or requiring the Company to recoup compensation paid to executive officers and other employees, and be responsible for the oversight and administration of any such policies.
12. Review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s annual meeting proxy statement and annual report on Form 10-K by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
13. Prepare the Human Capital and Compensation Committee Report for inclusion in the Company’s Proxy Statement in compliance with the rules and regulations promulgated by the SEC.
14. Review and approve the proposals regarding the shareholder advisory vote on executive compensation and the frequency of such vote required to be included in the Company's proxy statement by Section 14A of the Exchange Act, and assess the results of the Company’s most recent shareholder advisory vote on executive compensation and, to the extent the Committee determines it appropriate to do so, take such assessment into consideration when establishing the compensation of the Company’s executive officers.
15. Review and make recommendations to the Board regarding shareholder proposals received by the Company that relate to executive compensation or human capital management matters.
16. Review compensation arrangements for the Company’s employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company’s compensation arrangements.

Executive Development and Succession

1. As directed by the Board, consider and recommend to the Board candidates for successor to the CEO when a vacancy shall occur in that office.

2. Review, or ensure that the Board reviews, on a periodic basis the Company's management succession planning, in coordination with the Nominating and Corporate Responsibility Committee with respect to CEO succession planning.
3. Review, or ensure that the Board reviews, on a periodic basis the Company's long-term executive development planning.

Human Capital Management

1. Review and provide oversight on the Company's programs, policies, practices, disclosures relevant risks and opportunities, measures, objectives and performance relating to human capital matters, including but not limited to matters regarding culture, recruiting, retention, career development and progression, human health and safety, and total rewards, and make recommendations to the Board regarding the integration of human capital matters into the Company's business strategy and operation.
2. Coordinate as necessary with the other Board committees regarding environmental, social, and governance ("ESG") matters related to each Board committee's areas of responsibility including to ensure that the Company's ESG disclosures comply with applicable laws and regulations.

General

1. Conduct an annual self-assessment of the performance of the Committee[, in coordination with the Nominating and Corporate Responsibility Committee].
2. Annually review this Charter and make recommendations to the Board with regard to any changes to the Charter that the Committee deems appropriate.
3. Perform any other activities consistent with this Charter, the Company's Bylaws, and applicable law as the Committee or the Board deems necessary or appropriate.

RULES AND PROCEDURES

The presence of a majority of the Committee members shall be necessary to constitute a quorum. The affirmative vote of a majority of the members present shall be necessary for the adoption of any resolution.

RESOURCES OF THE COMMITTEE

The Committee Chair and members of the Committee shall have access to the members of the Company's senior management necessary or desirable to carry out the Committee's work, and the Company shall provide appropriate staff support, as requested by the Committee Chair, to the Committee's work.

The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any compensation consultants, outside legal counsel or other adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in the NYSE listing standards. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any adviser retained by the Committee and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention, the expense of which shall be borne by the Company.

August 20, 2024