

FOOT LOCKER, INC.

NOMINATING AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

PURPOSE AND AUTHORITY OF COMMITTEE

The purpose of the Nominating and Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Foot Locker, Inc. (the “Company”) is to oversee matters of corporate governance, recommend qualified candidates to the Board for election as directors and for appointment as members and chairs of committees of the Board, and to oversee the Company’s Environmental, Social, and Governance (ESG) initiatives.

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 Committee. The Committee shall be composed entirely of independent directors, as determined by the Board in accordance with the requirements of the NYSE.

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:

Corporate Governance

1. Identify and report to the Board on current and emerging corporate governance trends, issues, and best practices applicable to the Company and make recommendations to the Board on such matters as determined by the Committee.
2. Develop and periodically review the Corporate Governance Guidelines, administer the policies thereunder to the extent not delegated to another Board committee and make recommendations to the Board regarding adoption or amendment of the guidelines that the Committee deems appropriate.
3. Periodically review the provisions of the Certificate of Incorporation and Bylaws, and other plans or policies of the Company related to corporate governance and make recommendations to the Board that the Committee deems appropriate.
4. Review and make recommendations to the Board regarding shareholder proposals received by the Company that relate to corporate governance or ESG issues.
5. Oversee engagement with shareholders and proxy advisory firms on corporate governance and ESG initiatives.
6. Evaluate annually and recommend to the Board the form and amount of compensation for Board and Committee service by non-employee directors and periodically review governance trends with regard to non-employee director compensation and communicate the results of the review with the Board.
7. Oversee compliance with stock ownership guidelines for non-employee directors.
8. Oversee and make recommendations regarding the governance and process around Chief Executive Officer (“CEO”) succession planning in coordination with the Human Capital and Compensation Committee.
9. Monitor and make recommendations to the Board on matters of Board policies and practices, including policies on director service, assessment, and tenure.
10. Establish procedures for the conduct and review of the annual self-assessment by the directors of the Board and its committees.
11. Establish procedures for the conduct and review of a 360-degree peer and self-assessment approximately every three years.
12. Make recommendations to the Board with respect to the Board leadership structure, including recommendations with regard to an independent director to serve as Non-Executive Chair of the Board (or Lead Director when the positions of Chair of the Board and CEO are combined).

13. Annually review and make recommendations to the Board with respect to the size and composition of the Board to ensure that the Board reflects an appropriate balance of experience, skills, expertise and diversity.
14. Make recommendations to the Board on appropriate Board committees and individuals qualified for membership on those committees, after consultation with the Non-Executive Chair of the Board (or Lead Director) and the CEO.
15. Periodically review the orientation program for new directors and the continuing education program and make recommendations to the Board that the Committee deems appropriate.
16. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related person transaction approval policy.

Board Candidates and Nominees

1. Determine the qualifications, qualities, skills, and other expertise required to be a director and develop, and recommend to the Board for its approval, the criteria to be considered in selecting director nominees. These criteria shall include area of expertise, diversity of experience, independence, commitment to representing the long-term interests of the Company's stakeholders, and other relevant factors, taking into consideration the needs of the Board, the mix of expertise and experience among current directors, and the Company's long-term strategic plan.
2. Periodically review and administer a process to identify and review potential director nominees who meet the criteria for new directors.
3. Review the qualifications of candidates and make recommendations to the Board, with respect to nominees for election as directors.
4. Consider nominees to the Board recommended by shareholders that comply with the provisions of the Company's Bylaws and relevant law, regulation, or stock exchange rules.

Environmental, Social, and Governance (ESG)

1. Oversee the Company's ESG initiatives, review and consider public reporting with regard thereto, including the Company's annual Impact Report and coordinate as necessary with the other Board committees regarding 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.
2. Oversee the Company's global responsible business strategy and environmental and social risks and opportunities to the extent not delegated to other Board committees.

General

1. Conduct an annual self-assessment of the performance of the 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 may retain the services of outside counsel or consultants that it considers necessary or appropriate in carrying out its responsibilities, at the Company's cost. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify potential director candidates, including the sole authority to approve the search firm's fees and retention terms.

August 20, 2024