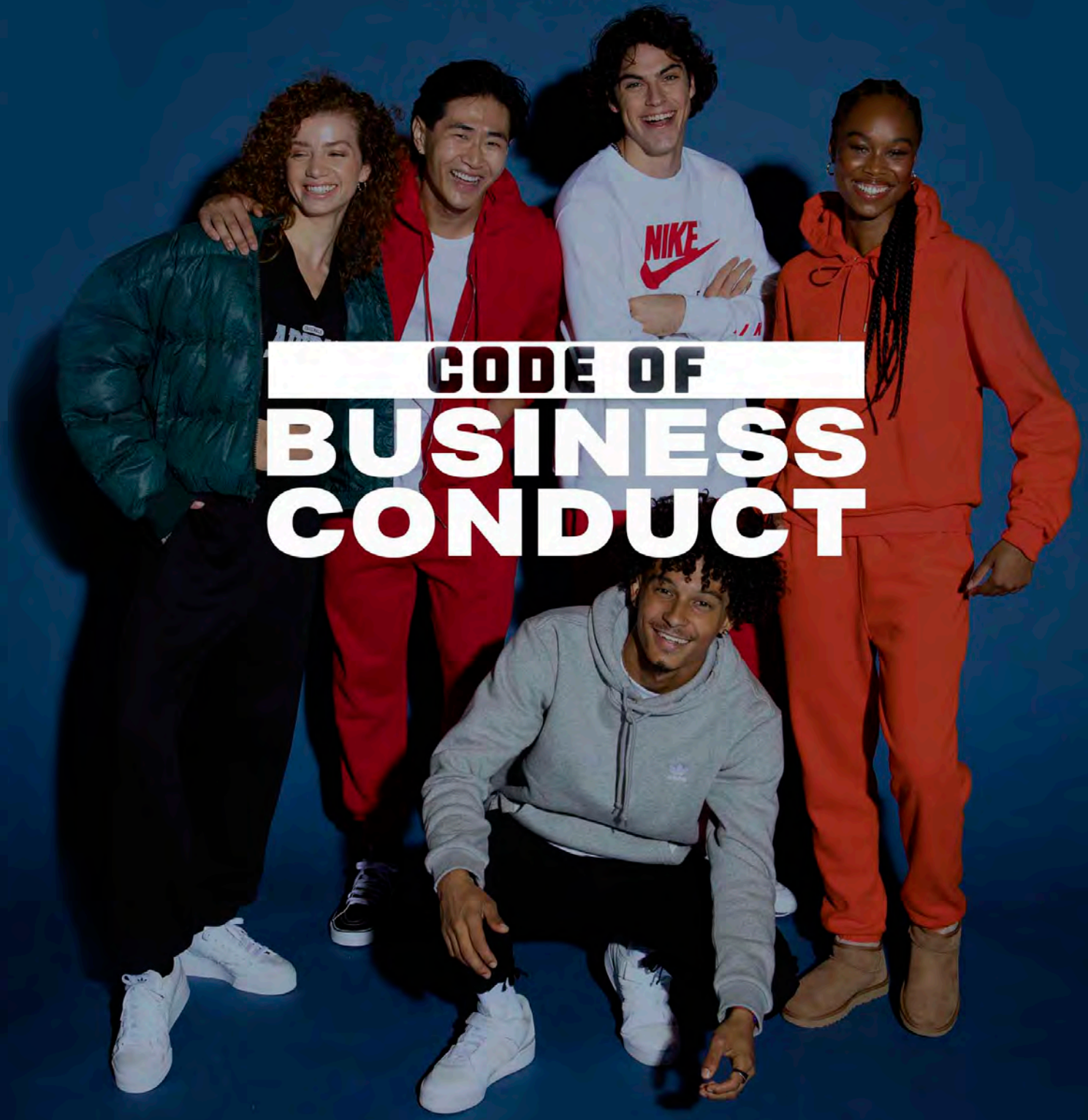
Foot Locker, Inc.



CODE OF BUSINESS CONDUCT

Contents

A Note From Mary Dillon 3

Our Core Values 4

About the Code 6

About the Code 7
Collaboration 8
Our Locker Room Resources 10

Teamwork 11

Creating A Productive Work Environment 12
Protecting Personal Data 13
Safeguarding Company Assets and Confidentiality 14
Communicating Responsibly 15

Ownership & Transparency 16

Avoiding Conflicts of Interest 17
Accepting Gifts and Entertainment 19
Protecting Vendor and Third-Party Relationships 20

Financial Integrity 22

Maintaining Financial Integrity and Preventing Fraud 23
Avoiding Insider Trading 24

Service to Our Communities 25

Demonstrating Good Corporate Citizenship 26
Participating in the Political Process 27
Preventing Bribery and Corruption 28
Following Competition Laws 29

Compliance 30

Waivers and Approvals 31
Certification and Resources 32

A Note From Mary Dillon

At Foot Locker Inc., our vision is to inspire and unite an inclusive global community connected by sneaker culture. Achieving our business objectives means working together in a way that is aligned with our core values.

We have a responsibility to each other and the diverse stakeholders we serve to uphold our culture, which is based on trust and respect and grounded in the highest ethical standards through our **Code of Business Conduct**.

Equally important to what we do, is how we do it. All team members should become familiar with the Code of Business Conduct and understand and champion it in how we lead and collaborate with one another.

While it does not cover every issue that may arise, it sets out the expectations we have for how we act and make decisions to always do what's right.

If you have questions or suspect violations, know that it is your responsibility, and you are in a safe environment to speak up. You can reach out to your business leader, Human Resources Business Partner, the Code of Business Conduct Hotline, or one of the other resources listed in the Code.

By practicing the Code of Conduct in our day-to-day work with one another, we are creating a more inclusive culture, and carrying out our vision and values that make us who we are: Foot Locker, Inc.

Mary Dillon
President and Chief Executive Officer

Our Core Values

Leadership

respect, inspire, develop, and empower

Integrity

act honestly, ethically, and honorably

Service

deliver excellence to our internal and external customers

Teamwork

collaborate, trust, support, commit

Innovation

be a student of the business to initiate and foster new ideas

Lead With Purpose

We are committed to the power of our people and believe in the passion everyone brings to help ensure we are successful in carrying out our vision while embracing our core values. In our collaborative work environment, we see all team members as leaders.

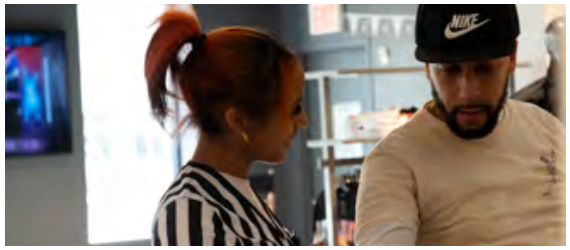
Whether you are an individual contributor or leading a team of people, **leadership starts with YOU!** Our leadership attributes set the expectation that each of us:

Foster Change Leadership

- Be an agent of change
- Thrive in ambiguity
- Help people through change
- Embody an open mindset

Drive Performance

- Drive efficiencies
- Get results through hyper-collaboration
- Hold self and others accountable
- Learn from mistakes



Obsess Over Customers

- Strive to exceed expectations of internal and external customers
- Actively learn about the customer's interests and needs
- Understand and connect to our purpose
- Respect team members

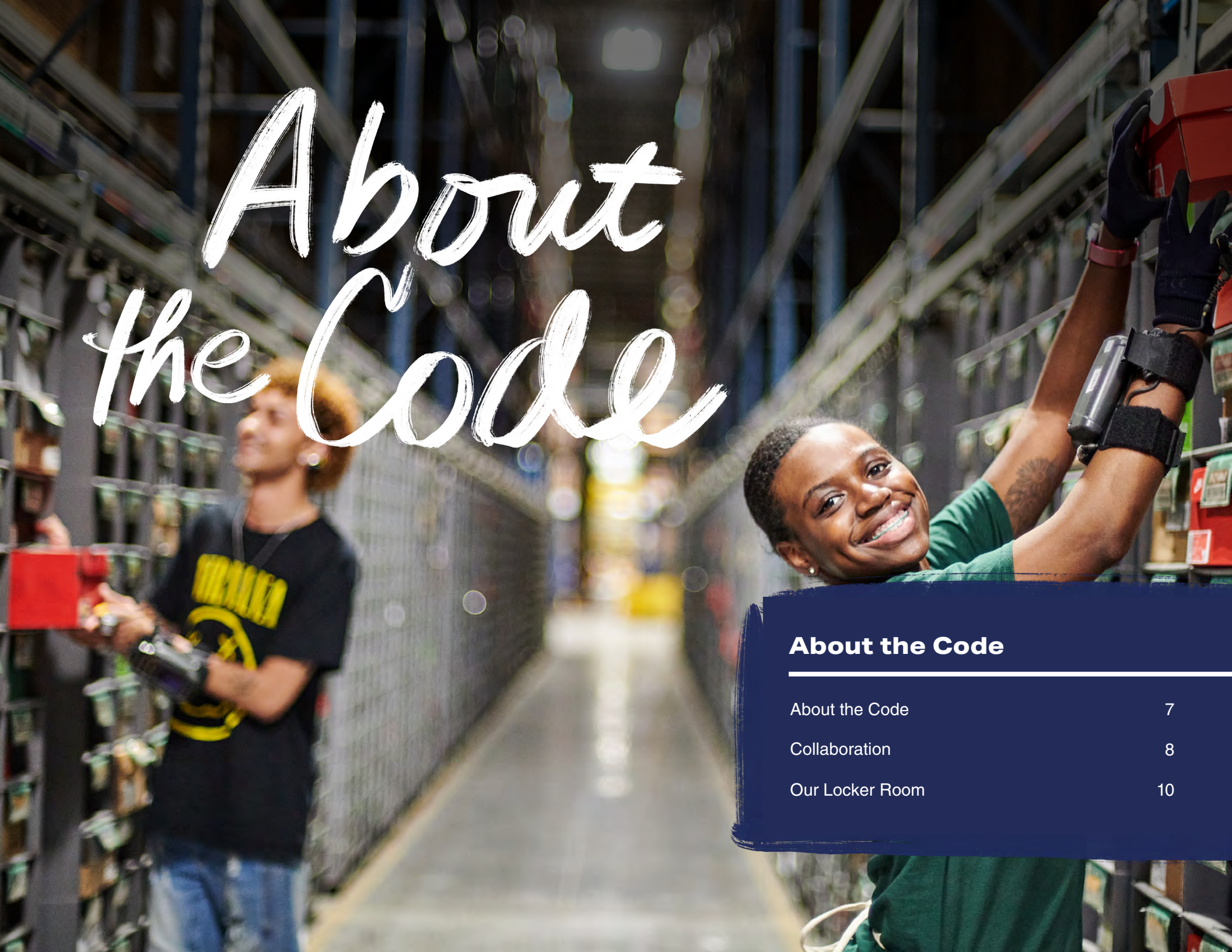
Develop Talent

- Embrace diverse viewpoints
- Teach and coach
- Give and receive feedback
- Drive development

Focus on the Future

- Translate strategy into action
- Move the business forward
- Challenge the status quo
- Create shared purpose and trust

About the Code



About the Code

About the Code 7

Collaboration 8

Our Locker Room 10

About the Code

At Foot Locker, Inc., we lead with passion and purpose and empower all of our team members to make decisions that impact our business and reputation. Our Code of Business Conduct serves as our internal guide book. It provides us with high standards of integrity and ethics that shape our work and how we demonstrate leadership with each other, our customers, our business partners, and our competitors. Our Code and supporting policies apply to our entire team across the globe, including all executive officers, corporate officers, and other team members, and Board of Directors.

We do our best to prepare ourselves for anything that can happen, but we can never truly know what challenges may come our way. We must evaluate situations and continue to be agile. In navigating through uncertain situations, ambiguity, and our evolving work environment, we should use our best judgment and common sense.

Ask yourself the following questions as part of our *"CAN WE, SHOULD WE?"* framework: just because we can do something, should we do it?

Are my actions consistent with the Company's values and business strategy?

Does the action "feel" right to me?

Am I doing my job with high standards of integrity and ethics?

Can I take pride in my decisions and own the results?

Have I assessed the risks involved?

Would my actions be portrayed positively in the media or by others?

Have we exercised sound judgment?

If we cannot answer "Yes" to all of these questions, we need to stop and change our course of action.

Collaboration

We embrace collaboration — we strategize as a team, execute as a team, and overcome challenges as a team. Our Code covers many of the areas that could pose challenges to us, but it cannot possibly cover every ethical dilemma we may face. When faced with challenges or ethical dilemmas, we need to reach out to others to seek advice or raise concerns. We come together during these unprecedented times to drive organizational success through collaboration. When we need help, we should contact one of the **Locker Room Resources** who are here to help answer questions and offer guidance.

When we raise concerns, we can count on the Company to take them seriously and investigate. If an investigation reveals wrongdoing, steps will be taken to correct the situation, and appropriate disciplinary action will be taken against anyone who has violated the Code, the law, or Company policies, which may include termination of employment.

Speak Up

We are all responsible for reporting concerns when we believe or suspect a violation of Company policies, our Code, or the law may have occurred. If you are aware of any violation, **Speak Up**; if you suspect a violation, **Speak Up**. Even if we do not know all the facts, or the wrongdoing is not directed at us, we have an obligation to the Company to report these concerns. Failing to report a known or suspected violation may also be deemed a violation of our Code or the law.

Q

I'm not sure whether my supervisor's actions are a violation of the Code, but it may not look good for the Company if auditors or the media found out. I feel like I should report it, but I'm nervous about what may happen if I make a report or if I'm wrong. Should I raise the issue and risk getting in trouble?

A

Yes. We have an obligation to raise any concerns that may be, or appear to be, violations of the Code or law. The Company's commitment to **Zero Tolerance for Retaliation** protects you when raising any good-faith concerns you may have. Good faith does not mean you have to be right, but simply that you are honest in your concern.

Make the Call!

The Code of Business Conduct Hotline is managed by an independent third party and is available 24 hours a day, 7 days a week, in multiple languages. Concerns to the Hotline can be made anonymously, where allowed by local law.

Our Locker Room Resources

- **Your direct manager**
- **Another member of the management team**
- **A Human Resources team member**
- **The Company's General Counsel:**
  - **Mail Address:** 330 West 34th Street, New York, New York 10001
  - **E-mail:** sclarke@footlocker.com
- **The Company's Audit Committee:**
  - **Mail Address:** c/o General Counsel 330 West 34th Street, New York, New York 10001
  - Place your concern in a sealed envelope marked "CONFIDENTIAL". Your concern will be reviewed by the General Counsel and forwarded to the Audit Committee.
  - If you prefer to have the concern sent directly and confidentially to the Audit Committee, enclose it in an inner-sealed envelope directed to the "Chair of the Audit Committee" and it will be delivered to the Chair of the Committee by the General Counsel unopened.
- **Code of Business Conduct Hotline**
  - **Phone:** 1-866-839-5112 (for the U.S. and Canada)
  - **Website:** http://footlocker.ethicspoint.com (for international resources)
- **People Solutions Hotline**
  - **Phone:** 1-800-324-7496

Teamwork

Teamwork

Creating A Productive Work Environment 12

Protecting Personal Data 13

Safeguarding Company Assets and Confidentiality 14

Communicating Responsibly 15

Creating a Productive Work Environment

Living Our Purpose: Our DIBs Values

We are committed to maintaining a culture of Diversity, Inclusion, and Belonging ("DIBs"), where all team members feel a strong sense of community and feel uniquely valued and engaged. We are all responsible for preserving a work environment of mutual respect free from discrimination, harassment, bullying, illegal drugs, and inappropriate or excessive use of alcohol, or other behavior that can create an offensive or hostile environment.

Hostile Work Environment

A hostile work environment diminishes all of us and violates our core values. We avoid the following behaviors: intimidating or threatening behavior, lewd or offensive gestures, offensive or abusive language, degrading or abusive comments, slurs, or jokes that target a protected class, or other harassing or discriminating conduct whether physical, spoken, written, or visual.

Anti-Discrimination

When we use the term discrimination, we are speaking generally about treating someone differently because of an individual characteristic.

All employment-related decisions must be made on merit alone and not based on race, ethnicity, color, religion, national origin, gender, gender identity or expression, sexual orientation, age, marital status, physical or mental disability, or any other protected category under the law.

Safe Workplace Behaviors

Team members should use good judgment where alcohol is served, either at Company-sponsored functions or where we are representing the Company. We may not use, possess, manufacture, or distribute illegal drugs in any store or facility, or while conducting business on behalf of the Company. Company policy does not prohibit appropriate use of drugs that can legally be prescribed under applicable laws, to the extent that it does not impair a team member's job performance or safety or the safety of others. We may not behave in any manner that is threatening, including acts of violence, the use of any obscene, abusive or threatening language or gestures directly, through mail, email or social media. Please refer to the Global Occupational Health and Safety Statement, available at **investors.footlocker-inc.com/safety**.

Anti-Harassment

Harassment can include any action that interferes with someone's work performance or creates an environment that is offensive, intimidating, or hostile to work in. We are committed to applying fair and lawful policies and practices and maintaining a workplace that is free of all forms of harassment and discrimination. Sexual harassment is never tolerated. Sexual harassment includes unwanted sexual advances, requests for sexual favors or visual, verbal or physical conduct of a sexual nature when submission to such conduct is made a term or condition of employment; or submission to, or rejection of, such conduct is used as a basis for employment decisions affecting the individual; or such conduct has the purpose or effect of unreasonably interfering with a team member's work performance or creating an intimidating, hostile or offensive working environment.

If you are aware of a violation of any of our policies, please remember to **Speak Up** to one of our **Locker Room Resources**.

Protecting Personal Data

We are committed to taking appropriate measures to protect the personal information of our team members, customers, and others placed in our trust. Our commitment to Integrity requires all of us to exercise caution when handling this information.

We collect, process, and share certain personal information about our team members, candidates, customers, vendors, and business partners. We comply with the privacy and data protection laws that apply to this information.

#Transparency

We understand that we do not have any expectation of privacy in using Company Assets and that the Company reserves the right to monitor the information on all of our systems as permitted by law, to work with third parties to ensure our assets are protected, and block access to inappropriate websites.

Data Privacy

- Protect personal data that we collect, share, or otherwise process.
- Store personal data only on systems protected by secure network architectures or in physically secure areas.
- Report any situation in which personal data or Company equipment may have been lost or stolen to a **Locker Room Resource**, as well as Risk Management and Information Security.
- Commit to transparency with our customers, candidates, team members, and other individuals when processing any of their personal data.
- Work with our privacy, legal, and contracts teams to ensure appropriate contractual terms are in place.
- For more information, refer to our **Information Security Policy** and **Data Protection Policy,** available on **MyLockerRoom.**

KEEP IT SECURE

"Personal Data" is any information that we collect or process that can be used to identify an individual. Personal Data may include items such as:

- **Employment history**
- **Financial information**
- **Government-issued Identification Numbers**
- **Contact information**
- **Location data**
- **Online identifier**

Safeguarding Company Assets and Confidentiality

Company Assets

We are surrounded by and entrusted with Company Assets. We are expected to use these assets for appropriate business purposes and protect them from loss, theft, damage, waste, or misuse. Report any suspicions of a cyber-attack or phishing emails, fraud, theft, or misuse of Company Assets. At times, we may need to use our computer, or other Company Assets, such as phones, during work time for personal use, which is acceptable if it's limited and does not interfere with our job or affect the quality of our work. For more information, refer to the Company's **Information Security Policy.**

Confidentiality

The proprietary or confidential information belonging to the Company, those we do business with, and information concerning our customers and team members are extremely valuable assets and we must treat them with care. We should consider this and any other non-public information as confidential, and we must take measures to protect the information from unauthorized disclosure in any manner, whether verbally, electronically (such as via social media), or through paper or pictures. Confidential information should not be taken from or stored off Company premises or on personal devices. When employment ends for any reason, all confidential information should be returned to the Company. For more information, review the **Information Security Policy** and **Insider Trading Policy,** located on **MyLockerRoom**.

Q

Our manager announced that we will be rolling out an entirely new flagship store concept with the first stores opening in key markets around the country. I posted this exciting news on my social media but now wonder if I violated the Code?

A

Likely, yes. Information about a concept store and key markets is confidential information that should only be made public by a designated company spokesperson. Publicizing this confidential information via social media may have also violated other laws and regulations.

Omni-Digital Acumen

We understand that confidentiality and the protection of Company Assets are essential to remember even when we work remotely.

KEEP IT SECURE

When using Company Assets for personal use, we must always use good judgment, common sense, and never use them in a manner that could embarrass the Company, our customers, ourselves, or our team members.

Our "Company Assets" include:

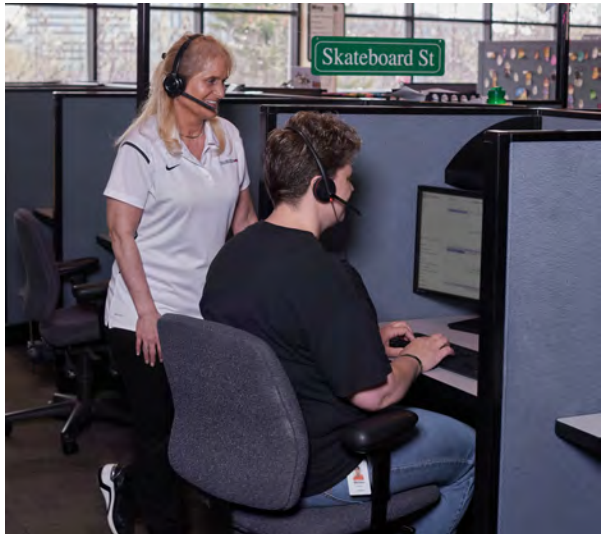
- **Equipment**
- **Merchandise**
- **Computers**
- **Company-issued devices**
- **Facilities**
- **Funds, Books, and Records**

Proprietary or confidential information is any Company or third-party information that is not available to the public. If disclosed, this information could be of value to competitors or harmful to the Company's brands, our customers, team members, shareholders, or business partners. Examples of proprietary or confidential information include our trade secrets, business strategies, marketing plans, new product launches, and financial information. Team member personal information should never be disclosed without the express consent of the team member.

Communicating Responsibly

Honest and Accurate Information

In this era of digital connectivity, our customers, shareholders, and business partners rely on communications by and about the Company to be honest and accurate. As a publicly traded company, we have additional obligations to share our business and financial information in compliance with specific SEC rules. All communications about Foot Locker's business, whether on social media, with the media, in our advertising, with the financial community, or with anyone in the public, should be done by our Communications team or the Investor Relations team. Unless specifically authorized to do so by a member of senior management, we do not represent, or appear to represent, the Company on social media. We recognize that we are personally responsible for the content we publish on any form of social media and should use social media in a responsible manner.



Do

- Follow our **Media Relations Protocol** when contacted by the media or the public for information about the Company or its brands, team members, or shareholders, as well as inquiries involving any external parties/vendors who wish to promote their relationship with the Company.
- Follow our **Social Media Policy** using common sense and taking responsibility for the content we post.
- Understand that what we say online can affect Company business and our reputation. The **Social Media Policy** and **Media Relations Policy** are available on **MyLockerRoom**.
- Be responsible in representing the Company appropriately and protect our brands and image.
- Act professionally and never discuss or share confidential information about the Company or those with whom we do business.

Don't

- Use social media or other communications platforms to display comments, photographs, video, or audio about the Company, supervisors, team members, customers, or suppliers that are malicious, vulgar, obscene, threatening, intimidating, or harassing.
- Represent ourselves as a spokesperson for the Company, or suggest that we are speaking for the Company (such as by using the Company logos).
- Distribute, discuss, or disclose confidential, proprietary, non-public information about the Company or its products, finances, or business strategies, or plans in any way that would violate securities, privacy, and other applicable laws. Please refer to our **Insider Trading Policy** on **MyLockerRoom**.

Ownership & Transparency

Ownership & Transparency

Avoiding Conflicts of Interest 17

Accepting Gifts and Entertainment 19

Protecting Vendor and Third Party Relationships 20

Avoiding Conflicts of Interest

We demonstrate integrity and leadership by acting in the best interest of the Company and avoiding situations that may create, or appear to create, an actual or potential conflict of interest.

Exercise Sound Discretion

Any personal activities engaged in outside of the Company should be independent from our loyalty to the Company and never compete with what is in the best interest of the Company.

A conflict of interest exists when our personal, financial, or family interests or relationships (or those of our family members) interfere, or appear to interfere, with our ability to be objective and act in the best interest of the Company. Our actions or business decisions should not be influenced by considerations of personal gain or benefit. Conflicts of interest can arise at any time and can significantly harm the Company's reputation as well as our own. Even the appearance of a conflict of interest can hurt your reputation and the Company's image.

Do

- ✔ Ensure that our business decisions always reflect our independent judgment and discretion and are based on the best interests of the Company.
- ✔ Understand that a conflict of interest may also occur as a result of the actions, employment, or investments of a family member.
- ✔ Solicit information from all family members who live in our households about matters they may be involved in that could be a conflict of interest and disclose these in writing to the Legal Department.
- ✔ Disclose to the Legal Department any direct or indirect personal interest in a business transaction involving the Company.
- ✔ Seek written approval from the General Counsel before engaging in outside business activities, including taking any secondary employment.

Don't

- ✖ Misuse Company Assets, your position, or influence to promote an outside activity, including a second job.
- ✖ Use business relationships to further a personal interest or gain a personal benefit.
- ✖ Hold a "substantial financial interest" in a vendor that does or seeks to do business with the Company, in any entity that purchases, sells, or leases real or personal property from the Company, or in a competitor. "Substantial financial interest" depends on the facts of your individual situation, but generally includes you being an officer, director, partner, owner, or employee of any entity, or having stock ownership of 1 percent or more of a publicly traded company.
- ✖ Use your position to influence commercial transactions involving purchases, contracts, or leases in a way that would harm the Company or its business.
- ✖ Other than in mutual funds, own stock or have any other financial interest in any of the Company's principal merchandise vendors if you, or any team members under your supervision, are responsible for purchasing merchandise sold in the Company's retail stores, catalogs or online.

My team is in the process of selecting a contractor to remodel several stores. My husband is a partner at one of the firms under consideration. Is this a conflict of interest?

It is a potential conflict of interest. You should immediately disclose the relationship to your supervisor and the General Counsel, and you must remove yourself from the vendor selection process on this project. If the decision is made by others in the Company to retain this contractor, you would need to request a waiver under the Code from the General Counsel.

My teenage son was just offered an employment position with one of our vendors. Is there anything I need to do regarding his employment?

Yes. Our conflict of interest policy extends to family members, and we must ask all family members about potential conflicts of interest. As an employee of a vendor, your son now has a "substantial financial interest" in the vendor. Disclose this relationship and request a waiver under the Code from the General Counsel.

I just found out that my brother-in-law is employed by one of our landlords. My brother-in-law does not live in my home. Do I need to disclose this?

Yes. While you do not have to ask for information from family members who do not live with you to check for potential conflicts of interest, now that you are aware of your brother-in-law's employment relationship, you must disclose this. For family members who do live with you, you must ask for information on potential conflicts of interest from them.

Accepting Gifts, Entertainment, and Hospitality

Build Relationships with Integrity

Gifts and offers of entertainment or hospitality are a good way to build relationships with our business partners, but we must be careful to avoid giving or receiving gifts and entertainment that could influence our business judgment, compromise our objectivity, or create a feeling of obligation.

Be sure to follow our policies and get a guidance from a **Locker Room Resource** if you're unsure of the proper course of action.

We Know the Rules By...

- Never giving or accepting cash, or cash equivalents.
- Never soliciting a gift or offer of entertainment or hospitality.
- Understanding that gifts and entertainment given to our family members may be considered gifts and entertainment given to us.
- Accepting merchandise from vendors for "product wear testing" or "product seeding" only with the knowledge and approval of our supervisor or another **Locker Room Resource**.
- Demonstrating Integrity when we engage in "product wear testing" or "product seeding" by ensuring they are never excessive in scale, expense or frequency.
- Participating in business-related functions and activities that have a valid business purpose, are customary to our business and have no special significance attached to them.
- Referring to the **Travel Policy** on **MyLockerRoom** for guidelines and required approvals, for vendor-sponsored travel

One of our vendors has offered to give me tickets to attend the World Cup. May I accept these tickets if I pay for my own transportation?

Accepting the invitation to attend one event would be acceptable provided that your participation is not excessive in scale, expense or frequency. However, tickets to attend multiple matches of the World Cup—even if played in your local area—would be excessive, and you should not accept the tickets offered by the vendor. While the Code does not require it, the Company's preference is that you reimburse the vendor for the cost of the tickets to avoid any appearance of a conflict of interest.

Protecting Vendor and Third-Party Relationships

Commitment to High Standards

We must be objective in our selection of and interaction with our vendors and third-party providers. We are committed to doing business with vendors and third parties who provide goods and services that meet or exceed our high standards. If we are involved in selecting or purchasing from a vendor or a third party, we must avoid decisions that are, or appear to be, based on personal interests.

Q

A holiday gift basket valued at more than U.S. $150 was just delivered from a vendor. Is this something we can keep or should we attempt to return it?

A

Holiday gift baskets are usually the type of gift we can accept. However, in this situation, the value is above our nominal limit, so it should be placed in a general area to be shared with other team members.

SHOULD I ACCEPT GIFTS?

On occasion, we can give and receive gifts that are of "nominal monetary value". Nominal monetary value is defined as U.S. $150 (or its equivalent in local currency) or less. We should avoid giving or accepting gifts or entertainment that could be perceived as a bribe or kickback or intended to influence a business decision or in exchange for a business advantage.

Regardless of the value, before we give or accept a gift we should ask ourselves:

- **Is this gift or entertainment intended to influence business discussions?**
- **Was the gift solicited?**
- **Have gifts from this third party been given or received frequently?**
- **Will the exchange result in any special or favored treatment?**

If the answer to any of these questions is "Yes," then we should not accept the gift. If the answer to each question is "No," then we may accept the nominal gift.

Do

- Select our vendors and other business partners based solely on merit and business-related criteria.
- Provide complete and accurate documentation for all payments and ensure they are consistent with normal rates charged for comparable services.
- Be especially careful when personally using the services or purchasing the goods of a vendor or third party that does or seeks to do business with the Company.
- Always pay fair value (what is customary and generally charged to the public) for any services or goods we purchase from a vendor or other business partner for personal use.
- Seek approval from the General Counsel before purchasing goods or services that are more than U.S. $5,000 (or its equivalent in local currency) from a Company vendor or business partner.

Don't

- Participate in the selection of a vendor or business partner in which a family member holds a substantial financial interest (e.g., a family member is employed by a vendor).
- Accept a gift of more than nominal monetary value or a gift that may influence or appear to influence a business decision.

Q

One of the vendors I work with has invited me to attend a two-day conference and offered to pay for my registration fee, travel, and accommodations. The vendor is a sponsor of the conference. May I accept the vendor's invitation?

A

Since the vendor is sponsoring the conference, you may attend the conference. BUT your travel and accommodations must be paid for by the Company. You will need to disclose this to the General Counsel.

Financial Integrity

Financial Integrity

Maintaining Financial Integrity and Preventing Fraud 23

Avoiding Insider Trading 24

Maintaining Financial Integrity and Preventing Fraud

We are committed to maintaining the integrity of our financial reporting and preventing fraud. Examples of fraud include: forgery or alterations of checks or any other document; misappropriation of funds or other assets; impropriety in handling or reporting money, inventory or financial transactions; theft or dishonesty; and destruction or disappearance of records, inventory, fixtures, or equipment.

Financial Integrity

Foot Locker's financial statements and business records must honestly and accurately reflect all transactions. The Company has processes and controls in place that are specifically designed to ensure accurate financial reporting. We all have a responsibility to follow the Company's internal controls and report any situations that violate those controls.

We Know the Rules by...

- Maintaining complete, accurate, and timely records and accounts for all business transactions.
- Providing proper supporting documentation when recording assets, liabilities, revenues, and expenses and never misrepresenting or omitting information.
- Watching for inaccurate documents, such as errors in time sheets, invoices, or expense reports.
- Reporting any known or suspected false statements, misleading entries, or material omissions in any of the Company's books, records, or systems.
- Cooperating with all internal and external auditors, accountants and the audit process, and never misleading or improperly influencing the performance of an audit or review of our financial statements.
- Following our internal reporting procedures concerning the Company's public disclosures.
- Raising any questions or concerns to a **Locker Room Resource** or directly to our Chief Financial Officer or Chief Accounting Officer in New York.

Do

- ✓ Understand that violating insider trading laws can lead to serious consequences for both the Company and the team members involved, including termination of employment, civil liability, and criminal prosecution.
- ✓ Review and familiarize ourselves with the **Insider Trading Policy**, available on **MyLockerRoom**.

Don't

- ✗ Trade in stock or securities when we have material non-public information.
- ✗ Share or provide "tips" to others based upon material non-public information.

Company Records

All team members have an obligation to ensure that the information provided in Company records and disclosures are complete, accurate, and in compliance with our internal controls and procedures. Company records include financial statements, travel and expense reports, purchase and sale documentation, and internal management reports. Our Company records refer to both paper and electronic forms of documents including reports, spreadsheets, emails, webpage content, photos, and videos.

Avoiding Insider Trading

In the course of our work, we may be exposed to "material non-public" information about the Company, its customers, vendors, partners, competitors, a company that we do business with, a company that seeks to do business with us, or a company with which we may be negotiating transactions. In general, it is illegal to engage in any transaction in a company's stock or other securities while you are aware of material non-public information about that company or to provide this information to others.

The **Policy Prohibiting Insider Trading** is available on **MyLockerRoom**.

#Integrity

Certain individuals, such as Members of the Board of Directors, officers, and other restricted persons are subject to special restrictions on stock trading. Typically, they may only trade Company stock during "open window" periods following the public release of the Company's quarterly earnings. The window opens one business day after the earnings release. Refer to the Policy Prohibiting Insider Trading, or consult with the Company's General Counsel on any questions.

Q

Can you provide a real-life example of Insider Trading?

A

For example, at our Financial Controls Conference, a team member learned that the Company was going to beat earnings expectations for the quarter and informed her father. The father then purchased shares of the Company's stock. After earnings were released, the stock price went up and the father sold the stock. Both the team member and her father will likely be found to have violated the law.

Q

If you are responsible for buying merchandise sold by the Company, are you or a family member who lives with you allowed to own stock in any of the Company's merchandise suppliers?

A

No, if we are responsible for buying merchandise sold in our stores, catalogs, or online, then neither we nor any family member may own stock or have a financial interest in any of our merchandise vendors.

MATERIAL NON-PUBLIC INFORMATION

"Material non-public information" is any information that has not been made available to the public that a reasonable investor would consider important when deciding whether to trade. It includes any information that could reasonably affect the price of our stock. Examples of possible material information include, but are not limited to:

- **Sales and/or earnings results**
- **Projections of future earnings or losses, or other earnings guidance**
- **Significantly higher or lower than expected sales results**
- **Dividend or stock split actions**
- **Strategic plans including pending acquisitions or the disposition of a substantial business**
- **New product lines or the gain or loss of a major vendor**
- **Changes in senior management**
- **Engagement or termination of a vendor or other third-party relationship**
- **Financings, restructurings, or public or private debt or equity offerings**

Service to Our Communities

Service to Our Communities

Demonstrating Good Corporate Citizenship 26

Participating in the Political Process 27

Preventing Bribery and Corruption 28

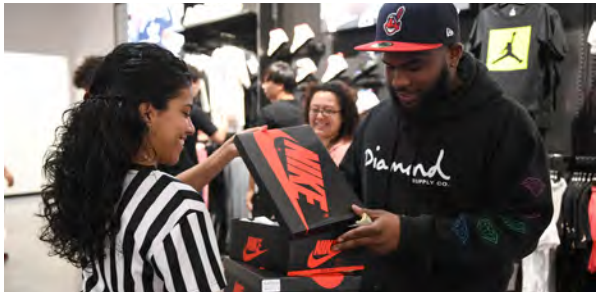
Following Competition Laws 29

Demonstrating Good Corporate Citizenship

We strive to make a difference in the places where we live and work. We are passionate about service to our community which represents our commitment to creating a meaningful and positive impact.

Fighting Racial Inequality

We commit towards fighting racial inequality by supporting our Black workforce and communities through our Leading in Education and Economic Development ("LEED") initiative.



Fair Employment Practices

We fully respect all applicable laws that set a minimum wage, break periods, and maximum hours for employment.

Accountability

We expect our vendors and third parties to uphold these standards and comply with all laws.

Human Rights

We uphold human rights in all of our operations and facilities and watch for indicators of exploitation of children, physical punishment, abuse, or involuntary servitude. Please refer to the Global Human Rights Statement, available at **investors.footlocker-inc.com/humanrights**.

Charitable Contributions

We exercise care and avoid pressure when soliciting charitable contributions from team members and never solicit from our vendors, with the exception of Foot Locker Foundation activities. We challenge ourselves to get involved in our local communities with various volunteer and charitable activities and projects supported by the Foot Locker Foundation.

Participating in the Political Process

When we engage in the political process, we must always be certain that our activities remain separate from our job responsibilities and they are conducted on our own time with our own resources.

Political Parameters

The Company complies with all lobbying laws and regulations that apply to corporate political activity. We refrain from making any contributions on behalf of the Company to political parties, political action committees, political candidates or holders of public office in any country.

Do

- Be professional in our political activities.
- Engage in political activities only during our personal time and with our own resources.
- Prevent other individuals and organizations from soliciting political contributions during work hours or on Company property.
- Understand that certain contributions to organizations are permitted with the permission of the General Counsel. For example, the Company is a member of several trade associations (e.g., RILA), which have a primary purpose of engaging in advocacy activities with regard to issues important to the retail industry or business community generally.

Don't

- Solicit contributions from our directors, officers, team members, vendors, or companies with which we conduct business.
- Make contributions on behalf of the Company to political parties, political action committees, political candidates, or holders of public office.
- Seek reimbursement from the Company for any personal political contributions we may make.
- Attribute to the Company any political activities engaged in during personal time.

Preventing Bribery and Corruption

Bribery & Anti-Corruption

We conduct business fairly and ethically and in compliance with all laws that prohibit bribery and corruption. Remember that appearances matter, and we must never engage in conduct that may even suggest something improper.

We must always avoid behavior that may be considered, or could give the appearance of being, bribery and corruption. This is regardless of local customs or whether we are working with private individuals or entities, the government, or public officials. There are many laws that ban bribery in business dealings around the world and we must comply with these laws, which include the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and the Italian law 231/01, among others. The law and our Company's policies strictly prohibit any team member or a third party working on our behalf from offering or accepting bribes or kickbacks in any form. The consequences of bribery can be severe for our Company and the individuals involved, and can include serious fines, penalties, and jail time.

Anti-corruption laws prohibit offering anything of value for a favorable business decision. These laws not only prohibit offering a bribe, but also receiving, promising, or giving bribes. You have a responsibility to conduct business ethically in accordance with our policies.

We Know the Rules By...

- Avoiding any situation where accepting, offering, promising, or authorizing anything of value is, or could be seen as, a way to improperly secure or influence a business decision.
- Knowing that gifts and accepting offers of entertainment and hospitality" must be lawful, reasonable in value and frequency, and must always have a valid business purpose.
- Being alert to any possible corruption or fraud and asking questions if a situation is unclear.
- Showing Leadership by following our **Anti-Corruption Policy**, available on **MyLockerRoom**, and immediately reporting to a **Locker Room Resource** any potentially corrupt behavior.
- Understanding that we can be held liable for the actions of a third party and not allowing them to do something that we are not permitted to do directly.

BRIBES AND KICKBACKS

A "bribe" is when an individual, either directly or indirectly (through a third party working on our behalf), gives, offers, or promises anyone anything of value to obtain or retain business, influence a business decision, or secure an unfair advantage. A bribe can come in many forms and does not have to be cash. "Anything of value" can include cash equivalents (such as gift cards or gift certificates), gifts, entertainment and hospitality, payment of travel expenses—especially when there is not a clear business purpose for the trip, vacations, and even an offer of a job or other assignment in the future. Bribery includes offering, promising, giving, accepting, or seeking a bribe.

A "kickback" is the return of money already paid or due to be paid as part of a contract as a reward for making business arrangements.

Following Competition Laws

We deliver on our Purpose and compete only by supporting a fair and open market and promote competition between businesses. If certain conduct reduces or restricts competition, this may be considered an antitrust violation. This prohibited conduct includes discussions, agreements, and informal understandings between the Company and any actual or potential competitor or vendor. We must deal fairly with our vendors, competitors, and customers, and always truthfully represent the products we sell.

Fair Competition

The countries where we do business have competition laws or "antitrust" laws generally prohibiting business discussions, practices, arrangements and understandings among competitors regarding price or market allocation that interfere with competition. We comply with all the laws and regulations which govern behavior for competing in the marketplace.

Remember Not To

- Disclose to competitors our pricing, pricing policies, costs, marketing or strategic plans.
- Fix prices or other terms of sale, such as discounts or promotions, on merchandise or services that are to be bought or sold by the Company.
- Make false statements about our vendors or competitors, or undermine the products they sell.
- Agree to divide or allocate customers, markets or territories of competing products, services, or vendors.
- Participate in a boycott of certain markets, customers, vendors, goods, or services.
- Communicate or suggest that a proposed course of action will eliminate competition.

Speak Up!

If you become aware of any of the above instances occurring, inform a **Locker Room Resource** or the General Counsel.

#Integrity

Trade associations are a valuable forum for discussing trends in the industry. If we participate in these associations, we are careful to avoid any conduct that may be, or appears to be, a violation of competition or antitrust laws. We remember that prohibited conduct described above does not become legal because it occurs through participation in a trade association meeting.

Q

A vendor promises not to give our competitors the same price on a product if we increase our order. Can we take the offer?

A

No. You should never reach an understanding with a vendor regarding the price at which the vendor will supply a product to a competitor.

Q

One of our vendors is coming out with a new product release for the Back-to-School season. I want to tell the vendor that we will cut our purchase orders with the vendor if he also sells the release product to one of our competitors. Can I do this?

A

No. You may not tie the quantity of our purchases to the vendor's decision to sell to our competitors. This would be a violation of the antitrust/anti-competition laws.

Compliance

Compliance

Waivers and Approvals 31

Code of Business Conduct Certificate 32

Waivers and Approvals

In certain limited cases, the Company may consider requests for waivers under the Code. Waivers will only be granted for special, extenuating circumstances and are granted by the General Counsel. Waivers for executive officers and directors may only be granted by the Audit Committee of our Board of Directors. Any waiver granted for an executive officer or director will be publicly disclosed on our corporate website.

Examples of conduct requiring General Counsel approval include:

Personal Use of Suppliers

For personal purposes, using the services or purchasing the goods of a person or entity that does or seeks to do business with us when the fair value of the goods or services exceeds U.S. $5,000 (or its equivalent in local currency).

Outside Business Activities

Team members participating in an outside business activity, such as participating in another business on a part-time or freelance basis.

Charitable Contributions

Other than for activities sponsored by the Foot Locker Foundation (such as "On Our Feet"), soliciting charitable contributions from vendors or providing vendor lists to others for this purpose.

Political Contributions

Contributing on behalf of the Company to organizations whose principal purpose is supporting legislative, regulatory, or similar public policy matters.

Disclosures to the Company

There are other provisions of the Code that require Disclosure to the Company, including:

- **Financial Interest in Third Parties:** If you or a family member have a "substantial financial interest" in an entity that does or seeks to do business with us, or that competes with us, you must disclose this to the General Counsel.
- **Bribes:** If anyone offers you a bribe, you must report this immediately to the General Counsel.
- **Antitrust/Anti-Competition:** If a competitor or supplier raises topics that could present an antitrust issue, you should end the discussion and contact the General Counsel.

The General Counsel can be contacted via email at **sclarke@footlocker.com.**

I would like to take a part-time job with a local school district. May I accept this part-time position?

It depends. You must disclose this proposed outside business activity to your supervisor and to the General Counsel. Provided that this job does not interfere with your job duties and you follow the Company's confidentiality policy, you may accept the position, and the General Counsel will provide you with the approval required under the Code. None of the Company's supplies, computers, or other assets may be used in any outside business activities.

Certification & Resources

Certification

As part of onboarding and on an annual basis, you will be asked to acknowledge your commitment to the Code of Business Conduct. In addition, you will be asked to confirm that you are not aware of any unreported violations of the Code, including any disclosures of conflict of interest.

Policies

The policies mentioned in the Code are listed below:

Anti-Corruption Policy
Data Protection Policy
Information Security Policy
Travel Policy
Policy Prohibiting Insider Trading
Media Relations Policy
Social Media Policy

You may access policies on MyLockerRoom.
https://footlocker.sharepoint.com/sites/MyLockerRoom

Resources

Our Locker Room Resources (page 10)

Additional Resources

- **Human Resources Service Center**
  HRServices@footlocker.com
- **People Solutions**
  PeopleSolutions@footlocker.com
- **Investor Relations**
  IR@footlocker.com
- **Communications Department**
  MediaRelations@footlocker.com
- **Technology Service Desk**
  Technology.Services@footlocker.com
- **Loss Prevention**
  NY_Asset_Protection@footlocker.com