

Foot Locker, Inc.

Anti-Corruption Policy

2018

Foot Locker, Inc. is committed to conducting all of its business in an honest and ethical manner. One of our core values is Integrity: *to act honestly, ethically and honorably in all of our dealings*. We are committed to compliance with all anti-corruption and bribery laws, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

The Code of Business Conduct sets forth our strong commitment to honest and ethical conduct. This Anti-Corruption Policy supplements Foot Locker's Code of Business Conduct. Its purpose is to underscore our commitment against corruption and assist all Foot Locker directors, officers, and associates in understanding their individual responsibility for compliance.

Compliance with this policy is especially important because the Company, as well as all Company directors, officers, and associates worldwide, are potentially criminally liable for violating anti-corruption laws including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

The basic tenets of Foot Locker's Anti-Corruption Policy are:

- Foot Locker does not pay bribes – not to government officials, not to private company executives, not to anyone.
- Foot Locker does not pay bribes indirectly through brokers, agents, consultants, or other third parties.
- Foot Locker avoids the appearance of paying bribes through other means, such as lavish meals or entertainment, excessive gift-giving, or targeted charitable contributions.
- Foot Locker maintains detailed and accurate books and records and a robust system of internal controls.

Policy Provisions

1. **No Corrupt Payments.** Foot Locker directors, officers, and associates shall not offer, pay, promise, or authorize any bribe, kickback, or illicit payment or benefit in money or in kind to any government official or private company executive, business partner, investor, agent, vendor or contractor, any member of their family, or any other person.
2. **No Kickbacks.** Foot Locker directors, officers, and associates shall not accept any bribe, kickback, or illicit payment or benefit in money or in kind from any

government official, private company executive, business partner, investor, agent, vendor, contractor, or any other person.

3. **Compliance with Applicable Laws.** Foot Locker and its directors, officers, and associates worldwide shall comply with the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and all applicable local anti-corruption laws.
4. **No Facilitating Payments.** “Facilitating,” “grease,” or “speed,” payments are small payments to government officials to secure or expedite routine government action. These are most often solicited in dealings with customs, immigration or tax officials, or when obtaining permits, licenses, or other government papers, and in most cases are illegal. Facilitating payments of any kind by Foot Locker directors, officers, and associates are strictly prohibited.
5. **Gifts, Hospitality and Entertainment.** It is impermissible for Foot Locker directors, officers, or associates to give bribes, or appear to give bribes, through other means such as lavish entertainment or excessive gift-giving. Special care must be taken when providing meals, travel, gifts, or entertainment to government officials, even if this is customary or legal in the country where it is being done. All gifts, hospitality, and entertainment must be reasonable, related to a legitimate business purpose, and lawful. Gifts may never be given in cash. All gifts, hospitality, and entertainment provided to third parties must be fully and accurately documented in the Company’s records.
6. **Political Contributions.** Foot Locker directors, officers, and associates are prohibited from making contributions on behalf of the Company to political parties, political action committees (PACs), political candidates, or holders of public office in any country, even if customary or legal. It is impermissible to solicit political contributions from fellow associates, to allow individuals from outside the Company to solicit political contributions during working hours or on Company property, or to use Company assets, services, premises, or equipment for political purposes.
7. **Charitable Contributions.** Charitable contributions should never be used to influence a government decision-maker on behalf of the Company. Charitable contributions connected with or solicited by government officials are particularly risky, as they may be seen as an illegal bribe.
8. **Books, Records, and Internal Controls.** It is Foot Locker’s policy to make and keep accurate books and records in reasonable detail and devise and maintain an appropriate system of internal controls. This applies to all financial records, including bank accounts, petty cash funds, accounts payable, officer and associate travel and expense reimbursement records, and our processes for disbursing cash and paying claims. It is impermissible to falsify records, either directly or by omission, in order to conceal a corrupt payment or bribe.

9. **Agents and Consultants.** It is impermissible for a Foot Locker director, officer or associate to take any action through an agent, broker, or consultant that he or she would be prohibited from taking directly under this policy. It is also impermissible to ignore or turn a blind eye to any indication that an agent, broker, or consultant acting on behalf of the Company is taking any action that would violate this policy. Written contracts are required for all agents, brokers, or consultants.
10. **Penalty for Violations.** Any Foot Locker director, officer or associate who violates this policy is subject to discipline, up to and including termination of employment. In addition, individuals who violate the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, or other anti-corruption laws may be subject to severe criminal and civil penalties, including imprisonment and substantial fines. It is Foot Locker's policy to cooperate fully in any governmental investigation, including providing government officials with information about any director, officer or associate it has reason to believe may have violated applicable laws.
11. **Administration.** Foot Locker's commitment against bribes and corrupt payments is led by its Board of Directors and senior management. Our anti-corruption program is designed to assess corruption risks; provide appropriate and proportional procedures, policies, and controls to mitigate identified risks; and to conduct appropriate education and monitoring. Foot Locker's General Counsel shall be responsible for implementing and administering this policy under the oversight of the Audit Committee of Foot Locker's Board of Directors. Foot Locker business units, particularly those transacting international business, have primary responsibility for internally reporting bribe solicitations or other requests in violation of the law to the Company's Law Department.

Practical Guidelines

- **Government Officials.** Be sure to identify who is a government official. This may include employees and representatives of entities that are owned or controlled by a government, or by a governmental agency.
- **Agents.** Be especially careful when dealing with agent, brokers, and other intermediaries. Bribes are often paid through intermediaries, and bribery schemes are often initiated by intermediaries who have their own reasons for paying a bribe. Foot Locker directors, officers and associates who hire consultants, agents, brokers, and other intermediaries have a special responsibility to know who they are hiring and to ensure that the person or entity hired is trustworthy, reputable, and will not engage in corrupt activity. Watch for these "red flags":
 - Requests for cash, "off the books" payments, or payments documented outside the normal contract process, such as through side letters

- Requests for extraordinary travel, entertainment, or gifts
 - Unusually high commissions
 - A history of engaging in improper business practices
 - Family or other relationships that could improperly influence government officials or third-party business partners
 - Any request that a payment be made in another country or to an individual or company other than the one to whom payment is owed
 - Any request to use specific agents, vendors, or service providers that are not known to, or typically used by, the Company or other reputable retailers
 - A consultant who does not appear to possess the capability to perform the required services
 - A consultant whose services are not needed
- **Travel and Entertainment.** Be cautious when providing entertainment, travel, or gifts to third parties, particularly government officials. Amounts spent should not be excessive, and all entertainment and travel should be done in accordance with Foot Locker's travel and expense guidelines for its own associates. Cash gifts should never be made. All expenses for entertainment, travel, and gifts must be accurately documented in the Company's books and records.

Reporting Violations

If you believe a violation of this policy has occurred or is occurring, you have an obligation to report this promptly to the Company. Reports should be made to the Law Department in New York or Vianen. You may also anonymously call the Code of Business Conduct hotline at 1-866-839-5112. Toll free in the United States and Canada. For international toll free access codes, please go to <http://footlocker.phone.ethicspoint.com>.)