

STOCK OWNERSHIP GUIDELINES

I. PURPOSE

Foot Locker, Inc.'s (the "Company") Stock Ownership Guidelines (these "Guidelines") seek to align the interests of non-employee directors and executives with the interests of shareholders, and promote the Company's commitment to sound corporate governance.

II. PARTICIPATION

These Guidelines apply to the Company's Non-Employee Directors and Executive Officers (collectively, the "Participants").

III. DETERMINATION OF GUIDELINES

Participants are expected to achieve and maintain beneficial ownership of the Company's common stock having a value equal to at least the multiple stated in the table below of the remuneration payable to them from time to time. The individual guidelines established for each Participant are as follows:

Participant	Multiple
Non-Employee Director	4 X Annual Retainer Fee (both cash and equity)
Chief Executive Officer	6 X Annual Base Salary Rate
Executive Vice President	3 X Annual Base Salary Rate
Senior Vice President (Executive Officer)	2 X Annual Base Salary Rate

The Nominating and Corporate Responsibility Committee (the "Committee") of the Company's Board of Directors may, from time to time, temporarily suspend, reevaluate, and revise Participants' guidelines to give effect to changes in the Company's common stock or other factors it deems relevant.

IV. CALCULATION OF BENEFICIAL OWNERSHIP

For purposes of calculating beneficial ownership, (i) shares owned outright, time-based restricted stock units, and deferred stock units shall count towards ownership, (ii) performance stock units and Foot Locker Employees Stock Purchase Plan shares shall count towards ownership once earned and purchased, respectively, and (iii) stock options and shares held through the Company's 401(k) Plan shall be disregarded.

V. COMPLIANCE

Executives and Non-Employee Directors are required to achieve their Stock Ownership Guideline within five years of their hire or promotion effective date that caused such employee to be covered by these Guidelines, and their election to the Board, respectively. In the event of any increase in the required ownership level, either as a result of an increase in the remuneration paid or the multiple, the target date for compliance with such increased ownership guideline shall be five years after the effective date of such increase.

In the event any person subject to these Guidelines fails to be in compliance by the applicable compliance date, then such person shall be required to hold the net shares obtained through all future stock option exercises and restricted stock unit vestings, after withholding for the payment of applicable taxes, until such person is in compliance with these Guidelines; provided, however, that in order to take into consideration fluctuations in the Company's stock price, any person who has been in compliance with these Guidelines as of the end of at least one of the two preceding fiscal years and who has not subsequently sold shares will not be subject to the holding requirements.

The Committee will consider a Non-Employee Director's failure to comply with these Guidelines when considering that director for re-election to the Board.

The Company intends to measure compliance with these Guidelines at the end of each fiscal year, with the compliance determination at that point in time applying for the entire ensuing fiscal year, regardless of fluctuations in the Company's stock price.

VI. ADMINISTRATION

These Guidelines are interpreted by the Committee and administered by both the Company's General Counsel and Chief Human Resources Officer.

VII. EFFECTIVE DATE

The effective date of these Guidelines, as amended, is February 15, 2023.

VIII. QUESTIONS

If you have any questions concerning these Guidelines, please contact the Law Department, as follows:

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