

# FOOT LOCKER, INC.

## RETIREMENT PLAN COMMITTEE CHARTER

### **Purpose and Authority of Committee**

The purpose of the Retirement Plan Committee is to oversee the investment portfolio of the Foot Locker Retirement Plan. The Committee also has general responsibility with regard to administrative and other non-investment aspects of the Foot Locker Retirement Plan and general oversight and administrative responsibilities with respect to the Foot Locker 401(k) Plan. With respect to the Foot Locker Retirement Plan and the Foot Locker 401(k) Plan, the Committee has been designated a "named fiduciary" within the meaning of Sections 402(a)(2) and 402(c)(3) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Committee shall have the responsibility to:

### ***Retirement Plans***

- Supervise the investment of the assets of the pension fund of the United States retirement plan of the Company.
- Establish and review periodically the policies on asset allocation of the United States pension fund.
- Appoint, review the performance of and, if appropriate, replace the trustee of the Company's pension trust and the investment managers responsible for managing the pension fund.
- Appoint other agents as the Committee deems necessary or desirable in connection with carrying out its responsibilities.
- Delegate to investment managers and other agents that are appointed by the Committee such powers and duties, discretionary or otherwise, as the Committee may deem appropriate.
- Review and approve investment guidelines for investment managers.
- Provide a periodic report to the Finance and Strategic Planning Committee on the asset allocation of the United States pension fund and the investment performance of the fund.
- Review and approve the selection of investment funds offered to employees for the investment of contributions under the Company's 401(k) Plan.
- Administer and interpret the terms of the United States retirement plan and the 401(k) Plan.

### ***General***

- Delegate authority and responsibility as the Committee deems proper and periodically review such delegations.
- Conduct other activities within the scope of the Retirement Plan Committee's purpose and authority as the Board may from time to time determine.
- Periodically review this charter and make recommendations to the Board of Directors with regard to any changes to the charter that the Committee believes would be desirable.

The power and authority of the Committee is subject to the provisions of the Business Corporation Law of the State of New York, ERISA, the Company's Certificate of Incorporation and By-Laws, and the applicable retirement plans.

### **Membership**

The Committee shall consist of those directors or officers of the Company appointed by the Board of Directors under the provisions of the By-laws of the Company.

### **Meetings**

The Committee shall meet as determined from time to time by the Board of Directors or as may be called by direction of the Chair of the Committee after consultation with the Chief Executive Officer of the Company.

### **Rules and Procedures**

As provided under the Foot Locker Retirement Plan and the Foot Locker 401(k) Plan, the presence of a majority of the membership of the Committee 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.

Meeting agendas are developed by the Committee Chair in consultation with the Secretary. Committee members may suggest agenda items by communicating with the Secretary. Agendas are circulated to Committee members prior to meetings.

### **Resources of the Committee**

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 Chair shall inform the CEO or the Chair of the Nominating and Corporate Governance Committee if the Committee decides to retain the services of outside counsel or consultants.

*Adopted November 19, 2003*