

FOOT LOCKER, INC.

COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE CHARTER

Purpose and Authority of Committee

The purpose of the Compensation and Management Resources Committee is to determine compensation for the Company's Chief Executive Officer ("CEO"), the Company's other officers, and some aspects of compensation for certain other executives of the Company and its operating divisions. The Committee shall also review and make recommendations to the Board of Directors regarding executive development and succession, including for the position of CEO.

The Committee, or a sub-committee, shall also administer the Company's various compensation plans, including its stock option and award plans, stock incentive plans, employees stock purchase plans, annual incentive compensation plans, long-term incentive compensation plans, supplemental executive retirement plans, voluntary deferred compensation plans, and any trust established in connection with one or more of such plans.

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 By-Laws.

Membership

The Committee shall consist of at least three directors appointed by the Board of Directors under the provisions of the By-laws. The Committee shall be composed entirely of independent directors, as determined by the Board in accordance with the rules of The New York Stock Exchange ("NYSE"). Additionally, the Committee shall be composed of directors who are not eligible to participate in any of the Company's executive compensation plans with respect to which they have the authority to exercise discretion, other than the Company's Stock Incentive Plan or successor plan.

In addition, the members of any sub-committee established to administer a stock option and award plan, or the members of the Committee if the Committee administers such plans, shall meet the requirements of an "outside director" under Section 162(m) of the Internal Revenue Code of 1986, as amended, and of a "non-employee director" under Section 16 of the Securities Exchange Act of 1934.

If any member of the Committee does not meet the specific requirements for a "non-employee director" or "outside director" under applicable statute or regulation, he or she shall recuse himself or herself from any relevant Committee action.

Members shall serve at the pleasure of the Board.

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 Committee Chair after consultation with the CEO. The Committee Chair shall report to the Board of Directors on the results of each committee meeting.

Duties and Responsibilities

The Committee's duties and responsibilities are as follows:

Compensation, Benefits and Employment Arrangements

- The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- Oversee the design, maintenance, and administration of a compensation program for the CEO, the Company's other executive officers, corporate officers, the chief executive officers of the Company's operating units, and the chief operating officers of the Company's operating units (collectively, including the CEO, the "Covered Executives"). As part of its duties, the Committee shall conduct periodic assessments of the appropriateness and competitiveness of the Company's executive compensation plans for the Covered Executives relative to other comparable benchmark and peer group companies.
- Periodically review the Company's over-all compensation and benefits program for its associates.
- Annually review and approve base salaries for the Covered Executives.
- Review and recommend to the Board of Directors for its approval employment agreements with the CEO; review and approve employment agreements and other compensation arrangements for the Covered Executives other than the CEO.
- Determine and approve annual and long-term incentive compensation plans, equity-based plans, and any goals thereunder; evaluate the performance of the Company or the Covered Executives in light of those goals; review and approve payments to Covered Executives thereunder; and make recommendations to the Board of Directors with respect to such plans.
- Grant stock options, restricted stock awards and other stock-based awards.
- Approve all other forms of cash, stock, incentive compensation and perquisites for the Covered Executives as may be determined from time to time.

- Review and, to the extent provided in the relevant plan documents, administer compensation and benefit plans of the Company other than retirement plans and the 401(k) Plan.
- Review and discuss the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the “SEC”) with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- Prepare the Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations promulgated by the SEC.
- Together with the Nominating and Corporate Governance Committee, conduct an annual review of the compensation of the non-employee directors of the Company and communicate the results of that review to the Board of Directors.
- Consider and evaluate, from time to time, as appropriate, risk in relation to the Company’s compensation policies and practices.

Management Resources

- As directed by the Board, consider and recommend to the Board candidates for successor to the CEO when a vacancy shall occur in that office.
- Review, or ensure that the Board of Directors reviews, on a periodic basis the Company's management succession planning.
- Review, or ensure that the Board of Directors reviews, on a periodic basis the Company's long-term executive development planning.

General

- Perform an annual performance evaluation of the Committee.
- Delegate authority and responsibilities as the Committee deems proper and periodically review such delegations.
- Conduct other activities within the scope of the 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.

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.

Meeting agendas are developed by the Committee Chair in consultation with the Chairman of the Board, CEO, and Secretary. Committee members may suggest agenda items by communicating with one of these individuals. Agendas are circulated to Committee members prior to meetings.

Resources of the Committee

The 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 shall have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual, as may be modified or supplemented. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee. 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 advisers.

The Committee shall review at least annually with any compensation consultant retained by the Committee a report of any conflicts of interest between such consultant and the Company.

February 16, 2016