

# FOOT LOCKER, INC.

## CODE OF BUSINESS CONDUCT

### Chief Executive Officer's Letter

Dear Associates:

Foot Locker's culture is built on fundamental ethical values that we all believe in and share. As we continue to focus on executing our key strategies and building on our strengths, it is very important to remember our core values, which drive our behaviors on a daily basis.

One of the most valuable assets of Foot Locker is its integrity. Protecting this asset is the job of everyone in the Company. To that end, the Board of Directors has established a Code of Business Conduct to help all of us comply with the law and maintain the highest standards of ethical conduct.

#### OUR CORE VALUES

*Integrity*

*Service*

*Leadership*

*Community*

*Team Work*

*Excellence*

*Innovation*

Staying true to our core values and never losing sight of the importance of conducting business ethically and with integrity is critical to our success. Upholding and living our seven core values takes commitment from each of us, as these values are our compass, moving us forward to achieve our vision to be "***The leading global retailer of athletically inspired shoes and apparel.***"

We are distributing to you today our 2017 Code of Business Conduct. I, along with senior management and the Company's Board of Directors, take this Code very seriously. The Code does not cover every issue that may arise, but sets out basic principles to help guide all of us in our daily business activities. We should all be proud of our company and the reputation we have worked hard to achieve. We must never jeopardize our company's or our personal reputation by acting, as individuals or as a company, in a manner that is inconsistent with our core values. We must never compromise our ethical and legal standards in order to meet financial objectives or realize personal gain. The Company's reputation is upheld and enhanced or diminished by each person's decisions, actions, and sense of business ethics.

I urge you to read the Code carefully now to review our policies and principles and to refer to the Code throughout the coming year as you perform your duties for the Company. We have a ***Code of Business Conduct Hotline***, and I ***encourage*** you to ask questions or report any issues or concerns if at any time you encounter something that you think is inappropriate or contrary to our values. There will be no retaliation for asking questions or reporting concerns in good faith.

I appreciate all of the hard work, dedication, and love of the game shown by our associates worldwide. The Company's continued success depends on the efforts of each of us working together and supporting each other as a team in a culture of honesty, integrity, respect, and accountability. I am confident that you will continue to work with me as we make Foot Locker, Inc. a leader in every sense of the word.

Sincerely,



Chief Executive Officer

FOOT LOCKER, INC.

*Code of Business Conduct*

2017



## Summary of Key Policies

1. **Fundamental Principle of the Code of Business Conduct.** The fundamental principle of the Code is that associates at every level should conduct their dealings in the interest of the Company and according to the highest legal and ethical standards.
2. **Discrimination.** We are committed to maintaining an environment that is free of discrimination based on race, color, religion, gender, age, sexual orientation, national origin, disability or other factors that are unrelated to our legitimate business interests. (See Page 6.)
3. **Sexual Harassment.** Sexual harassment is never tolerated. Sexual harassment occurs when requests for dates, sexual favors or other verbal or physical conduct of a sexual nature is made a condition of employment or used as the basis of employment decisions. (See Page 6.)
4. **Financial Reporting and Disclosure.** The results of the Company's operations must be recorded in accordance with legal requirements and generally accepted accounting principles. All entries must be supported by proper documentation. (See Page 11.)
5. **Conflicts of Interest.** A conflict of interest exists if your judgment and discretion in the course of your employment could be influenced by considerations of personal gain or benefit to you. Business decisions must always reflect your independent judgment and discretion and be based on the best interests of the Company. You must avoid situations where your personal interest conflicts, or appears to conflict, with the interests of the Company. (See Page 7.)
6. **Gifts.** The general rule is that you may not accept money or anything of value from anyone doing business, or seeking to do business, with us. On occasion, you may accept a gift of nominal monetary value – not more than **\$100**. (See Page 7.)
7. **Travel & Entertainment.** You may participate in business-related functions that have a valid business purpose, are customary to our business, and have no special significance attached to them. Your participation must not be excessive in scale, expense, or frequency. The general policy is that your travel and accommodations must be paid for by the Company. (See Page 8.)
8. **Family Relationships.** Your family members' actions, employment, or investments could create a conflict of interest for you. You must ask those family members living with you for information that could impact your compliance with our conflict of interest policy. You are not required to ask for information from those family members who do not reside with you, but if you are aware of any matters involving a family member that might be a violation of our policies, then you need to disclose this. (See Page 7.)
9. **Personal Use of Suppliers.** It is important to avoid the receipt of any personal benefit from a supplier or other service provider arising from your position with the Company. If you personally use or purchase services from one of our suppliers or other service providers, you must pay "fair value" for the goods or services, which means you must pay the cost that would be charged to the public. (See Page 9.)
10. **Stock Ownership or Other Financial Interest in Vendors.** If you or associates you supervise are responsible for buying merchandise sold in our stores, catalogs, or on-

line, then neither you nor any family member may own stock or have a financial interest in any of our principal merchandise suppliers. (See Page 9.)

11. **Outside Business Activities.** Outside business activities can create possible conflict of interest situations or interfere with your job performance. Our policy is that you need to get the approval of the General Counsel if you have, or are proposing to have, an outside business activity. (See Page 10)
12. **Bribes.** You may *Never* – directly or indirectly – solicit, accept, or offer bribes. (See Page 8.)
13. **Fraud.** You may not engage in fraudulent conduct. Some examples of this type of conduct include forgery, alterations of checks or other documents, misappropriation of funds, theft, and dishonesty. (See Page 10.)
14. **Confidential Information.** Confidential information about our strategies and plans is an extremely valuable asset. All non-public information about the Company should be treated confidentially. Additionally, all personally identifiable information about our associates, including healthcare information, should be treated confidentially. (See Page 10.)
15. **Insider Trading.** It is illegal to trade in our stock if you are aware of material non-public information about the Company. Some examples of material non-public information are earnings results; significantly higher or lower than expected sales results, acquisitions, and senior management changes. (See Page 10.)
16. **Charitable Contributions.** Except for the annual “On Our Feet” event sponsored by the Foot Locker Foundation, you may not solicit charitable contributions from our suppliers or use our supplier lists or provide them to others to solicit contributions without the approval of the General Counsel. (See Page 11.)
17. **Antitrust/Anti-Competition.** In general, certain conduct, including discussions, agreements or informal understandings between the Company and any actual or potential competitor or supplier may constitute an antitrust violation if it is likely to reduce or restrict competition. For example, you may **NOT** agree to: fix prices on merchandise; fix other terms or conditions of sale; divide or allocate customers, markets, or territories; boycott goods or services; or not compete. (See Page 12.)
18. **No Retaliation.** You are encouraged to speak up and ask questions. We are committed to the principle that there will be no retaliation for reports made in good faith under our Code of Business Conduct. (See Page 15.)
19. **Violations/Waivers.** If you violate any of the Company’s policies or knowingly permit a violation, you may be subject to disciplinary action, including termination. All waivers must be obtained from the General Counsel. (See Page 14.)
20. **Contact Information.**

COBC Hotline: 1-866-839-5112  
<http://footlocker.ethicspoint.com>

See Pages 15-16 for more contact information

# Questions and Answers

## Gifts

1. **What if I receive a holiday gift basket valued at more than U.S. \$100 from a vendor? Should I return this?**

You may accept the gift basket if you place the basket in a general area to be shared with your colleagues.

2. **One of the service providers I work with has invited me to attend a two-day conference and told me that my registration fee, travel and accommodations would be picked up by the service provider, as it is a sponsor of the conference. I think this would be a really informative conference. May I accept the service provider's invitation?**

Since the service provider is sponsoring the conference, you may attend the conference. **BUT, your travel and accommodations must be paid for by the Company.**

## Travel & Entertainment

1. **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?**

Our policy is that your occasional acceptance of an invitation to attend a sporting event would be acceptable provided that your participation is not excessive in scale, expense or frequency. 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 supplier. However, it would not be a violation to accept tickets to one match. Please note that, while the Code does not require it, the Company's preference is that you reimburse the supplier for the cost of the tickets to avoid any appearance of a conflict of interest.

## Family/Personal Relationships

1. **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.

2. **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. As your son is a family member, the conflict of interest policy extends to your son. As an employee of a vendor, your son now has a "substantial financial interest" in the vendor. Therefore, you must disclose this relationship and request a waiver under the Code from the General Counsel.

- 3. 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.

Remember that for family members who *do* live with you, you are required to ask for information on potential conflicts of interest from them, as you could have a conflict as a result of family members' actions or relationships.

### **Antitrust/Anti-Competition**

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

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

- 2. 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?**

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.

### **Outside Business Activities**

- 1. 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 with your supervisor and to the General Counsel. Provided that this part-time job does not interfere with your job duties for us, there should not be an issue with your accepting this position, and the General Counsel will provide you with the approval required under the Code for outside business activities. None of the Company's supplies, computers, or other assets may be used in any outside business activities.

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The full text of the 2017 Code of Business Conduct follows:

# 2017 Code of Business Conduct

*The fundamental principle of the Code is that associates at every level should conduct their dealings in the interest of the Company and according to the highest legal and ethical standards.*

## INTRODUCTION

This Code of Business Conduct explains the behavior that is expected of all associates of Foot Locker, Inc. including our subsidiaries and affiliates worldwide (the "Company"). It provides general information about the standards that guide our work and guidance on how we should relate to customers, competitors, vendors, and each other. This document cannot provide you with a solution for every ethical dilemma you may face at work. We have more specific policies on some of the topics referred to in the Code. In those cases, you are expected to comply with both the Code and the other policy.

If you have any questions concerning the interpretation of any of the policies or about a situation that may not be addressed specifically by the Code, you should always feel free to consult with your supervisor, a Human Resources representative or the Company's General Counsel. Alternatively, you may call the Code of Business Conduct Hotline at 1-866-839-5112.

## STANDARDS OF BUSINESS PRACTICE

### Section 1. Creating a Productive Work Environment

#### Discrimination

We are committed to maintaining an environment that is free of discrimination based on race, color, religion, gender, age, sexual orientation, national origin, disability or other factors that are unrelated to our legitimate business interests. It is our policy to apply fair and lawful human resource policies and practices in all aspects of employment including recruiting, hiring, evaluation, training, discipline, career development, compensation, promotion and termination.

#### Sexual Harassment

Sexual harassment is never tolerated. Sexual harassment occurs when:

Requests for dates, sexual favors or other verbal or physical conduct of a sexual nature is made a condition of employment or used as the basis of employment decisions; or

Unwelcome sexual advances, comments, actions, offensive jokes, slurs or other offensive verbal or physical behavior creates an intimidating, offensive or hostile work environment.

We will not tolerate any conduct that creates, encourages or permits an intimidating or otherwise offensive or hostile environment. This includes sexual advances, comments, and actions, as well as the use of slurs or jokes.

## Drug and Alcohol Abuse

You are expected to help maintain a work environment that is free from drug and alcohol abuse. You may not use, possess, manufacture or distribute illegal drugs on Company property, whether owned or leased, or in Company vehicles. Misusing controlled substances or being under the influence of alcohol or illegal drugs on the job is prohibited. Great care should be taken in serving alcohol at any Company-sponsored events.

We expect our associates, when participating in functions at which alcohol is served, whether sponsored by the Company or by others, to use good judgment and to remember that, as associates of the Company, you represent our high values and standards. It is unacceptable for you to consume excessive amounts of alcoholic beverages at any event where you are representing the Company.

## Section 2. Protecting the Value of the Company

### Conflicts of Interest

A conflict of interest exists if your judgment and discretion in the course of your employment could be influenced by considerations of personal gain or benefit to you. You must ensure that your business decisions always reflect your independent judgment and discretion and are based on the best interests of the Company. You must avoid situations where your personal interest conflicts, or appears to conflict, with the interests of the Company.

A conflict of interest may also occur as a result of the actions, employment or investments of a family member. In reviewing your compliance with the policies, you must solicit information from all family members who live in your household. While you do not need to solicit information from other members of your family, you must inform the Company in writing if you are aware of any matters involving a family member that might be a violation of the Company's policies.

#### ➤ **Gifts**

Small gifts and entertainment can help build relationships with business associates, but you must be careful to avoid giving or receiving gifts, services or entertainment intended to influence judgment or create a feeling of obligation. A gift is anything of value and can take many different forms, such as goods or services, product or service discounts, or the use of a person's vacation home. Our policy is that you may not accept money or anything else of value from any person or organization that does or seeks to do business with us. Keep in mind that gifts given by others to a family member would be considered gifts to you.

On occasion, you may accept a gift of *nominal monetary value (meaning, not exceeding U.S. \$100)*. Before you accept the gift, however, ask yourself:

- Did I solicit the gift?
- Have I received frequent gifts from this person or firm?
- Is this person or firm trying to influence or reward me in connection with a business decision?

If the answer to any of these questions is "Yes," then you should **not** accept the gift. If the answer to each question is "No," then you may accept the nominal gift. Examples of nominal gifts would be: a holiday gift basket, a commemorative object, or advertising/promotional materials, such as an item with the supplier's logo on it.

**Product "Wear Testing."** If you or any associate under your supervision are responsible for purchasing merchandise sold in our stores, catalogs, or on-line, you may accept from suppliers limited merchandise samples for your personal use for the purpose of "wear testing." Your acceptance of merchandise samples from any one supplier, or from all suppliers in total, may not be excessive in scale, expense, or frequency, and you should notify your supervisor of any wear-test samples you may receive. If you have any questions concerning the appropriateness of your accepting merchandise samples, please consult with the Chief Executive Officer or General Manager of your division or the Law Department. You may be required to report as taxable income the value of merchandise samples that you receive and choose to keep for personal use. Samples that are promptly donated to charity may not result in taxable income. Please consult your personal tax advisor for details.

➤ **Travel and Entertainment**

You may participate 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. Your participation in these events should not be excessive in scale, expense or frequency. For example, as we operate businesses involved in selling athletic and sports-related products, your occasional acceptance of an invitation to attend a sporting event would be acceptable. It is good practice, and avoids any appearance of a conflict of interest, to reimburse your host for the cost of the tickets, although the Code does not require this. If you attend an event that requires out-of-town travel or lodging, you must pay for that yourself (unless it has a clear business purpose and you and your supervisor agree that, under our travel policy, it is appropriate for the Company to pay this cost).

Our general policy is that your travel, including transportation and accommodations, in the performance of your duties must be paid for by the Company. In certain very limited cases, however, the Code permits vendor-sponsored travel. Please refer to the Travel Policy for our guidelines, and required approvals, for vendor-sponsored travel. You should feel comfortable informing the person offering the gift, travel, or entertainment of our policy.

➤ **Bribes**

You must **NEVER**, directly or indirectly, solicit, accept or offer bribes. If any person offers you a bribe, in any form, you must report it immediately to the General Counsel of the Company and the Chief Executive Officer or General Manager of the division for which you work.

➤ **Selection of Suppliers, Contractors, and Professional Services Providers**

The selection of suppliers, contractors and professional services organizations must be based on merit and business-related criteria. The payment of fees for products and services must be supported by complete and accurate documentation and must be consistent with prevailing rates charged for comparable services.

***You must avoid decisions that are, or appear to be, based on personal interests.***

You may not participate in the selection of a supplier, contractor or service

provider in which a family member has a substantial financial interest or by which a family member is employed. Please note that in this situation you may be required to disclose your family member's financial interest as provided under our policy covering Financial Interest in Third Parties.

➤ ***Personal Use of Suppliers, Contractors and Professional Services Providers***

You must avoid the receipt of any personal benefit from a supplier, contractor, or professional service provider arising from your employment by, or position with, the Company. Therefore, you must be especially careful when personally using the services or purchasing the goods of a person or entity that does or seeks to do business with us.

To avoid the appearance of a conflict of interest, fair value must be paid for those services or goods. "***Fair value***" refers to the price that would generally be charged to the public for those goods or services. If the goods or services have a fair value in excess of U.S. \$5,000, you must obtain the written consent of the General Counsel prior to your purchase of the goods or use of the services. You do not need to obtain prior approval of (i) goods or services that are offered to the general public based on a published rate schedule, such as airline flights, or (ii) goods or services that are made available to Company associates through a program organized by the Company for the benefit of its associates.

➤ ***Financial Interest in Third Parties***

Neither you nor a family member may, directly or indirectly, have a "substantial financial interest" in any person or entity doing business or seeking to do business with us (a "Vendor"), or in any entity that purchases, sells or leases real or personal property to us. "***Substantial financial interest***" depends on the facts of your individual situation, but generally includes your 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.

If you or any associates under your supervision are responsible for purchasing merchandise sold in the Company's retail stores, catalogs, or on-line, neither you nor any family member may own stock or have any other financial interest in any of our principal merchandise suppliers. Participation in a mutual fund or similar investment vehicle that holds stock or securities in these entities is permissible since you would not be exercising investment discretion.

You should be cautious about making investments in entities doing business with us that are otherwise permitted under this policy. First, you should ensure that there is no question that any decision you make, or action you take, on behalf of the Company could be questioned because you may have a conflict of interest arising out of your investment. Factors to consider in evaluating this include the size of your investment relative to your net worth and your ability, through your actions on behalf of the Company, to influence the value of your investment. Second, keep in mind that it is generally a violation of U.S. securities laws for an individual to purchase or sell shares of stock in a public company while in possession of material, non-public information about that company. So, if you decide to make investments in the stock of any publicly traded company with which we do business, you should consider whether you may be in possession of non-public information learned in the course of your work. If you have any questions about this, please seek the advice of the General Counsel.

➤ **Loans**

You may not accept a loan from any person or entity doing business, or seeking to do business, with us unless the loan is from an established financial institution in accordance with its normal lending practices and at interest rates that are generally available to the public.

➤ **Outside Business Activities of Associates**

You are expected to devote your full work time and effort to our business. Outside business activities can create possible conflict of interest situations or can interfere with your job performance. Since potential conflicts may not always be obvious, you must obtain approval from the General Counsel's office if you propose to become associated with any outside business. This provision is not intended to interfere with your management of your personal investments, provided that your investment activities do not give rise to a conflict of interest or interfere with your performance of your duties for the Company.

➤ **Competition with the Company**

You may not compete with the Company in (i) any business or activity in which the Company is engaged or in (ii) purchasing, selling or leasing property, and you may not accept for yourself personally any business or financial opportunity that you know the Company would have an interest in pursuing. You must disclose a substantial financial interest that you or any member of your family has in any person or organization that competes with us.

## **Fraud**

Under no circumstances may you engage in fraudulent conduct. Examples include: forgery or alterations of checks or any other document; misappropriation of funds or other assets; impropriety in handling or reporting of money or financial transactions; theft or dishonesty; and destruction or disappearance of records, furniture, fixtures or equipment.

## **Confidential Information**

Confidential information about our business strategies, plans, products and services is an extremely valuable asset. All non-public information about the Company should be treated confidentially. The unauthorized disclosure of confidential information is strictly prohibited. This policy covers disclosure in any manner -- for example, through reports, copies of reports, any form of written summary, conversations, pictures or through chat rooms over the Internet. Additionally, all personally identifiable information about our associates, including healthcare information, must be treated confidentially.

The Company's documents, reports and records are the property of the Company. As such, they should not regularly be taken from or stored off our premises, and they must be returned to the Company at our request or if your employment ends for any reason.

Please review the Company's Information Security Policy for more detailed information on the handling of confidential information.

## **Insider Trading**

In the course of your work, you may be exposed to "material non-public" information about the Company, an organization that we do business with, or an organization that

seeks to do business with us. 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. "**Material**" refers to information that could reasonably be expected to affect the price of the company's securities or be considered important by a reasonable investor in connection with his or her decision to buy, hold or sell the company's securities. "**Non-public**" is any information that is not known to the general public.

Some examples of material non-public information would be:

- ✓ significantly higher or lower than anticipated sales results,
- ✓ the pending acquisition or disposition of a substantial business,
- ✓ earnings results, and
- ✓ an increase or decrease in dividends and a stock dividend or split.

Members of our Board of Directors, corporate officers, division principals, general managers, and certain financial executives are subject to special restrictions on stock trading and should consult the Insider Trading Policy. If at any time you have any questions about whether you can trade in our stock, you should consult with the General Counsel.

### **Personal Use of Company Property**

Company assets, services, premises and equipment, whether owned or leased, are intended to be used for business purposes only. However, we recognize there may be times when limited personal use of the telephone, computer, e-mail, or photocopying machines is necessary. All personal use must be of reasonable duration and frequency and must not cause embarrassment to the Company. You will be expected to use your judgment in these situations. However, the final determination of acceptable usage rests with your supervisor and the Company. As provided under our Information Security Policy, usage of Corporate Property is monitored to ensure compliance with the Information Security Policy.

### **Charitable Contributions**

Other than with regard to activities conducted or sponsored by the Foot Locker Foundation, you may not solicit charitable contributions in any form from any of our suppliers, and you may not use our supplier lists as the basis for solicitation of charitable contributions, or provide these lists to anyone else for use in soliciting charitable contributions, without the prior written approval of the General Counsel. You should exercise care in soliciting charitable contributions from fellow associates, particularly associates who report to you. Associates should not feel pressured or compelled to make charitable contributions and should never be subject to retaliation, in any form, for failing to make a contribution.

## **Section 3. Financial Reporting and Disclosure**

It is essential to the accuracy of the Company's financial reporting that our books and records accurately and honestly reflect all transactions. The results of operations must be recorded in accordance with legal requirements and generally accepted accounting principles. All entries must be supported by proper documentation. Examples of

Company records include financial statements, travel and expense reports, purchase and sale documentation and internal management reports.

You may not misrepresent or omit any transaction that would lead to an improperly recorded asset, liability, revenue or expense. Further, you may not cause funds either to be disbursed from or received in a location other than the proper tax jurisdiction.

You are expected to comply with our internal reporting procedures so that the Company's public disclosures may be made timely and in a full, fair and accurate manner. If you have any questions regarding these procedures, please contact the Chief Financial Officer or the Chief Accounting Officer in New York.

You may not directly or indirectly mislead or fraudulently influence the Company's independent accountants in the performance of their audit or review of our financial statements.

## Section 4. Integrity in Competition

### Antitrust/Anti-Competition

U.S. antitrust laws exist to promote fair and open competition. In general, certain conduct, including discussions, agreements or informal understandings between the Company and any actual or potential competitor or supplier may constitute an antitrust violation if it is likely to reduce or restrict competition. There are similar laws in other countries in which the Company operates, and these guidelines apply worldwide.

You may **NOT** agree with any actual or potential competitors or suppliers to:

- \* fix prices on merchandise or services to be bought or sold by the Company,
- \* fix other terms or conditions of sale, such as discounts or promotions,
- \* divide or allocate customers, markets, or territories of competing products, services or suppliers,
- \* boycott goods or services,
- \* not compete.

You should not discuss these topics with competitors or suppliers. If they raise these topics with you, you should end the discussion and contact the General Counsel. Business units, such as Team Edition, that sell products to other companies also may not have these discussions or reach these agreements with their customers.

Trade associations are a valuable forum for discussing trends in the industry. Since participation in these associations often involves meetings and discussions with competitors, you must be careful to avoid any conduct at trade association meetings that may be, or appears to be, a violation of antitrust laws. Under no circumstance does the prohibited conduct described above become legal because it occurs through your participation in a trade association meeting.

### Fair Dealing

You are expected to deal fairly with our suppliers, competitors and customers. You must always truthfully represent the products we sell and never give false or misleading information about them. In addition, you may not unfairly disparage or undermine the products or services of a competitor. This practice applies to advertisements and public

communications as well as our individual interactions with customers, associates and business partners.

## Competitive Information

You may gather information about our competitors through public sources, including articles, advertisements, brochures, analyst reports, press releases and governmental filings. It is inappropriate to seek to obtain confidential information about a competitor from employees of the competitor or from third parties whom we know have a confidentiality obligation to the competitor.

## Section 5. Interacting with Government

### Relationships with Government Officials

Anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA") apply to our businesses worldwide. Regardless of local custom, you must **NEVER**, directly or indirectly, offer, authorize, give, or promise any form of bribe or kickback to a government official or employee to influence that person in an official capacity. Government officials include federal, state, and local government employees (including officials and employees of foreign governments), political candidates, and even employees of businesses that are owned by the government.

A "bribe" is any money, favor, or anything of value used to influence a government official or to ensure a particular result or action. A bribe does not have to be cash; it could also be paying an inflated price to purchase a government official's property or services, or it could be providing lavish entertainment to a government official. Any hospitality must be lawful and reasonable in value and frequency and must always have a valid business purpose. 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.

We cannot hire third parties to do something that we are not allowed to do directly; our agents are held to the same rules that we are. The Company could be liable for payments made in violation of anti-corruption laws (including the FCPA) even if we did not know, but should have known, that the payment was going to a government official. ***There are severe consequences for violating the anti-corruption laws and the FCPA, including fines to the Company and the individual making the payment, as well as potential jail time for individuals.***

Although customs and business practices vary among the countries in which we operate, you must not deviate from the policies set forth in the Code for conducting business in any country.

### Political Contributions

No contributions may be made 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 and legal.

The one exception to the above policy is that contributions may be made to organizations whose principal purpose is the support of legislative, regulatory or other similar public policy matters, and not the direct support of a political party. The written approval of the General Counsel is required before any such contributions are made.

You may not solicit political contributions from any of our directors or associates or from any of our suppliers. You may not permit any person or outside organization to solicit political contributions during working hours or on property that we own or lease. In addition, you may not engage in any activities on behalf of political parties, PACs, political candidates or public office holders during your working hours, and you may not use any of our assets, services, premises or equipment, whether owned or leased, on their behalf.

## Section 6. Violations

You must adhere to the policies contained in this Code. If you violate any of our policies, or if you knowingly permit a violation, you may be subject to disciplinary action, including dismissal and reimbursement for any loss to the Company that results from your actions. Also, if appropriate, a violation of these policies may result in legal action against you by the Company or may be referred to the appropriate governmental authorities.

## Section 7. Waivers

All waivers must be obtained, in writing, from the General Counsel. Any waivers of the Code for directors and executive officers must be approved by the Audit Committee of the Board of Directors and will be publicly disclosed on the Company's corporate website.

## Section 8. Summary of Required Approvals and Other Disclosures

As described above, certain provisions of the Code of Business Conduct provide that conduct may be in compliance with the Code if you obtain the prior approval of the Company. These approvals, which are summarized below, must be obtained, in writing, from the General Counsel. In providing an approval to a director or executive officer, the General Counsel will first obtain the concurrence of the Chair of the Audit Committee. If at any time you have questions regarding the kinds of situations requiring approval or the detail that should be provided, you should contact the General Counsel.

- ***Personal Use of Suppliers:*** For personal purposes, using the services or purchasing the goods of a person or other entity that does or seeks to do business with us when the fair value of the goods or services exceeds U.S. \$5,000 (See Page 9).
- ***Outside Business Activities:*** Employees having an association with outside businesses, such as participating in another business on a part-time or freelance basis (See Page 10).
- ***Charitable Contributions:*** Other than for activities sponsored by the Foot Locker Foundation (such as "On Our Feet"), soliciting charitable contributions from suppliers or providing supplier lists to others for this purpose (See Page 11).
- ***Political Contributions:*** Contributing on behalf of the Company to organizations whose principal purpose is supporting legislative, regulatory, or similar public policy matters (See Page 13).

There are other provisions of the Code requiring disclosure to the Company, as follows:

- ***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 (See Pages 8 and 9).
- ***Bribes:*** If anyone offers you a bribe, you must report this immediately to the General Counsel (See Page 8).
- ***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 (See Page 12).

To contact the General Counsel, please see the contact information provided below.

## Section 9: Hotline and Other Contact Information

### Asking Questions, Raising Concerns or Reporting Suspected Violations

We all share the responsibility for ensuring compliance with our Code of Business Conduct. If at any time you have any questions concerning the interpretation of any of our policies or the applicability of the policies to a given situation, you should feel free to approach your direct supervisor, your Human Resources Department, or the General Counsel's Office. You may also contact the Code of Business Conduct Hotline, which is administered by a third party provider, EthicsPoint.

#### ***No Retaliation***

If you suspect or know of any unethical or illegal acts that have occurred within the Company, you have an obligation to report this. We will investigate all reports of violations and suspected violations of the Code. You may report any violation or suspected violation on a confidential and anonymous basis without fear of reprisal. Reprisals against any person raising concerns or reporting violations or suspected violations in good faith will not be tolerated. Reports and complaints may be submitted on a confidential and anonymous basis by using the Code of Business Conduct Hotline or contacting the General Counsel. Please see the contact information provided below.

There are several outlets available to you to ask questions or to report suspected violations, and we encourage you to speak up and use the method with which you feel most comfortable:

- ***Code of Business Conduct Hotline***  
You may call the Code of Business Conduct Hotline at **1-866-839-5112**. This telephone number may be dialed toll-free in the United States and Canada. Please go to <http://footlocker.phone.ethicspoint.com> for international toll-free access codes. The hotline is available 24 hours a day, 7 days a week. You may also contact the hotline via the Internet at <http://footlocker.ethicspoint.com>.
- ***The General Counsel***  
You may contact Sheilagh Clarke, the General Counsel, using the following methods:

- **Mail Address:** 330 West 34th Street, New York, New York 10001
- **Telephone:** 212-720-4477
- **e-mail:** [sclarke@footlocker.com](mailto:sclarke@footlocker.com)

➤ **Contacting the Audit Committee of the Board of Directors**

The Audit Committee of the Board of Directors has established procedures under which you may submit to the Committee, on a confidential and anonymous basis, concerns regarding accounting or auditing matters. You may raise a complaint or concern under the Audit Committee's procedures without fear of reprisal. Reprisals against any person making a complaint in good faith will not be tolerated.

Written complaints may be made anonymously to the Audit Committee by sending the complaint to "The Audit Committee of Foot Locker, Inc., c/o General Counsel" to the General Counsel at 330 West 34<sup>th</sup> Street, New York, New York 10001 in an envelope marked "Confidential." These complaints will be opened and reviewed by the General Counsel and forwarded to the Chair of the Audit Committee in accordance with the procedures established by the Committee. Complaints that are enclosed in an inner- sealed envelope directed to the "Chair of the Audit Committee" will be delivered to the Chair of the Committee unopened.

Complaints also may be made anonymously to the Audit Committee by calling the Code of Business Conduct Hotline at the number provided above. Additionally, you may make a complaint by calling the General Counsel directly at her number provided above; however, complaints made by calling the General Counsel directly may not be anonymous due to the caller ID telephone feature.

➤ **The Chief Financial Officer/Chief Accounting Officer**

You may contact Lauren Peters, the Chief Financial Officer, or Giovanna Cipriano, the Chief Accounting Officer, in the New York Office for questions regarding internal financial reporting procedures using the following methods:

- **Mail Address:** 330 West 34th Street, New York, New York 10001
- **Telephone:** Lauren Peters: (212)720-3969  
Giovanna Cipriano: (212)720-3896
- **e-mail:** [lpeters@footlocker.com](mailto:lpeters@footlocker.com); [gcipriano@footlocker.com](mailto:gcipriano@footlocker.com)

## Section 10. Other Relevant Company Policies

While not part of the Code of Business Conduct, we have other relevant policies that you should consider in the course of performing your duties. The policies may be found on

the ***myFootLocker411.com*** site or, for associates outside of the United States, may be obtained from your Human Resources director.

- ✓ Anti-Corruption Policy
- ✓ Business Records Guidelines ("Record Retention Policy")
- ✓ Communications Policy
- ✓ Confidential Information Policy (included with the Information Security Policy)
- ✓ Information Security Policy
- ✓ Insider Trading Policy
- ✓ Social Media Policy