

FOOT LOCKER, INC.

FINANCE AND INVESTMENT OVERSIGHT COMMITTEE CHARTER

Purpose and Authority of Committee

The purpose of the Finance and Investment Oversight Committee is to (i) review the overall financial plans of the Company, including capital expenditure plans, (ii) consider proposed debt or equity issues of the Company, (iii) review proposals regarding strategic investments, acquisitions, and divestitures, and (iv) review reports from the Retirement Plan Committee with regard to the asset allocation and investment performance of the North America pension funds of the Company.

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 the By-Laws.

Membership

The Committee shall consist of those directors appointed by the Board of Directors under the provisions of the By-laws. 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 Chair of the Committee after consultation with the Chief Executive Officer (the "CEO"). The Committee Chair shall report to the Board of Directors on the results of each Committee meeting.

Goals and Responsibilities

The Committee's goals and responsibilities shall be as follows:

Financial Plans; Corporate Development Initiatives

- Review the Company's financial plans and objectives.
- Review and make recommendations to the Board of Directors with regard to the Company's annual operating budget and two-year financial plans.
- Review the Company's allocation of capital, annual capital budget, and policies related to capital and other expenditures.
- Periodically review the Company's uses of cash, including capital expenditures, stock and bond repurchases, and dividend payments and, if appropriate, make recommendations to the Board of Directors with respect thereto.
- Periodically review the Company's cash requirements and sources of cash, including debt or equity issuances, revolving credit facilities, or other debt

instruments or facilities, and, if appropriate, make recommendations to the Board of Directors with respect thereto.

- Review proposed mergers, combinations, acquisitions, offers to purchase the Company's shares or significant assets, divestitures, and strategic investments and, where appropriate, make recommendations to the full Board with respect to such matters.
- Review and monitor performance and, where appropriate, integration of the Company's strategic investments and other corporate development transactions.
- Periodically review the Company's Corporate Development Approval Process and make recommendations to the Board of Directors with regard to any changes to the process that the Committee believes would be desirable.
- Periodically review the Company's insurance and self-insurance reserves.
- Periodically review the Company's derivatives policy and its use of derivatives.

Retirement Plan Committee Reporting

- Review reports from the Retirement Plan Committee of the Board of Directors regarding the asset allocation and investment performance of the North America pension funds of the Company.

General

- Perform an annual performance evaluation of the Committee.
- Delegate authority and responsibility 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 Lead Director or 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 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.

May 22, 2019