

Procedures for Communications with the Board of Directors

Shareholders and other interested parties desiring to communicate directly with the non-management directors of the Company should send a letter to: Board of Directors, c/o Secretary, Foot Locker, Inc., 330 West 34th Street, New York, NY 10001.

Upon receipt of any such communication, the Secretary shall promptly send a copy of the communication to the lead director (or, in the absence of a lead director, the Chair of the Nominating and Corporate Governance Committee). The lead director or the Chair of the Nominating and Corporate Governance Committee may direct the Secretary to send a copy of such communication to the other non-management directors and may determine whether a meeting of the non-management directors should be called to review such communication.

The Secretary shall not report the receipt or the contents of any such communication to any other officer or employee of the Company without the prior authorization of the lead director, the Chair of the Nominating and Corporate Governance Committee, or a majority of the non-management directors of the Company. The lead director or the Chair of the Nominating and Corporate Governance Committee may direct the Secretary to send a copy of such communication to other persons, including members of management and outside attorneys and consultants.

If such communications have not been sent to all non-management directors, then a summary of any such communications received shall be provided to each non-management director along with other material sent in connection with the Board of Directors meeting next following the receipt of the communication.

Copies of such communications shall be retained by the Secretary until the end of the sixth fiscal year of the Company following the year in which such communication was received, at which time such communication and all related records shall be destroyed, unless the General Counsel of the Company shall determine that they are required to be retained because they are subject to subpoena or other legal process, or unless otherwise directed by a majority of the non-management directors.

For purposes of these procedures, "non-management directors" shall be all members of the Board of Directors who are not officers or employees of the Company, regardless of whether they are "independent" under the then-applicable rules of the New York Stock Exchange.