

CODE OF BUSINESS CONDUCT

FOOT LOCKER, INC.

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MESSAGE FROM DICK JOHNSON

Dear Associates:

At Foot Locker, we are passionate about what we do, and that passion stems from a true love of the game. Starting with our store associates around the world, to our associates at our regional offices, distribution and financial service centers, facilities and headquarters, our entire team **“Loves the Game”** of retail, and we thrive because we **“Play to Win.”**

At the core of our culture are seven basic values that we all share and believe in: **Integrity, Leadership, Excellence, Service, Team Work, Innovation, and Community.** These values motivate us all to work together to achieve our global vision—***to be the leading global retailer of athletically inspired shoes and apparel.*** As we continue to focus on executing our key long-term strategies and building on our strengths, it is very important to play by the rules and embrace our core values, which drive our behaviors on a daily basis. Our first core value, Integrity, is the foundation of all that we do as a global organization. Loving the Game and Playing to Win require that each of us stay true to our core values and never lose sight of the importance of conducting business ethically and with integrity.

To that end, the Company has established a Code of Business Conduct to help all of us comply with the letter and spirit of the law and maintain the highest standards of ethical conduct in our business dealings. 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. I urge you to

read the Code carefully to review our policies and principles and 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 may be inappropriate or contrary to our values. ***There will be no retaliation for asking questions or reporting concerns in good faith.***

We should all be proud of our Company and the reputation we have worked hard to achieve. We must never jeopardize either 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. Playing to Win means never compromising our ethical and legal standards in order to meet financial objectives or realize personal gain, while Loving the Game ensures that the Company’s reputation is always upheld.

I appreciate all of the hard work, dedication, and Love of the Game you demonstrate every day. Our 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 we will continue to work as a team to elevate Foot Locker to new and greater heights.

Sincerely,



Dick Johnson

Chairman and Chief Executive Officer



OUR CORE VALUES

CORE VALUES



INTEGRITY

act honestly, ethically, and honorably



LEADERSHIP

respect, inspire, develop, and empower



EXCELLENCE

strive to be the best in everything we do



SERVICE

satisfy our customers every time



TEAM WORK

collaborate, trust, support, commit



INNOVATION

be a student of the business to initiate and foster new ideas



COMMUNITY

embrace diversity; act responsibly for our customers, associates, investors, and communities

A black and white photograph of a person's hands and feet as they tie their shoelaces on a stone path. The person is wearing a watch on their left wrist and sneakers. The background consists of dense foliage and a brick wall.

PRE-GAME WARM-UP

Introduction to our Code of Business Conduct

INTRODUCTION

@FootLocker, we *Play to Win* by following the *Rules of the Game*. Our Code of Business Conduct (“Code”) serves as our internal play book. It provides us with the standards that guide our work and how we demonstrate *Leadership* with each other, our customers, our business partners, and our competitors. Our Code and supporting policies apply to our entire team, including all associates, officers, and Board of Directors. It is an important resource that provides information on what

behaviors are expected from each of us, as well as guidance on where to go for help and details on certain risk areas.

Just like in any game, we do our best to prepare ourselves for anything that can happen, but we can never truly know what challenges may come our way. We have to be able to evaluate situations and adjust our game plan. In tough situations, we should use our best judgment and common sense.

Asking the following questions can help lead our team to victory:

Are we playing by the rules of the game?

Are my actions consistent with Foot Locker’s values and business strategy?

Does the action “feel” right to me?

Am I playing my position and doing my job well?

Can I take pride in my decisions and own the results?

Have I assessed the risks involved?

Would my actions be portrayed positively in the media or by others?

Have we exercised sound judgment?

If we cannot answer “Yes” to the above, we need to stop and change our course of action.



TEAM WORK

@FootLocker, we embrace *Team Work*—we strategize as a team, execute as a team, and overcome challenges as a team. Our Code covers many of the areas that could pose challenges to us, but it cannot possibly cover every ethical dilemma we may face. When faced with challenges or ethical dilemmas, we need to reach out to others to ask questions, seek advice, or raise concerns. When we need help, we should contact one of the [Locker Room Resources](#) who are here to help answer questions and offer guidance.

When we raise concerns, we can count on the Company to take them seriously and investigate. If an investigation reveals wrongdoing, steps will be taken to correct the situation, and appropriate disciplinary action will be taken against anyone who has violated the Code, the law, or Company policy, which may include termination of employment.

✓ **FOOT LOCKER APPROVED:** We are all responsible for reporting concerns when we believe or suspect a violation of Company policies, our Code, or the law may have occurred. If you are aware of any violation, SPEAK UP; if you suspect a violation, SPEAK UP. Even if we do not know all the facts, or the wrongdoing is not directed at us, we have an obligation to the Company to report these concerns. Failing to report a known or suspected violation may also be deemed a violation of our Code.

#BeAPro

As team members, we all understand that we have a personal impact on Foot Locker's reputation. We set high standards for ourselves and each other and take responsibility for our actions. We conduct our business dealings by putting the best interest of the Company first and follow the *Rules of the Game* by acting with the highest ethical and legal standards.



LACE IT UP

Make the Call!

The Code of Business Conduct Hotline is managed by an independent third party and is available 24 hours a day, 7 days a week, in multiple languages. Concerns to the Hotline can be made anonymously, where allowed by local law.



DON'T FOUL OUT

@FootLocker, we have *Zero Tolerance for Retaliation*. We should feel comfortable raising concerns without fear of retaliation. The Company does not tolerate retaliation for making a good faith report, for asking questions, or for cooperating in an investigation—even if the concern turns out to be unfounded.

OUR LOCKER ROOM RESOURCES

Your direct manager

Another member of the management team

A Human Resources representative

The Company's General Counsel:

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

The Company's Audit Committee:

- Mail Address: c/o General Counsel 330 West 34th Street, New York, New York 10001
- Place your concern in a sealed envelope marked "CONFIDENTIAL". Your concern will be reviewed by the General Counsel and forwarded to the Audit Committee.
- If you prefer to have the concern sent directly and confidentially to the Audit Committee, enclose it in an inner-sealed envelope directed to the "Chair of the Audit Committee" and it will be delivered to the Chair of the Committee by the General Counsel unopened.

Code of Business Conduct Hotline via phone at **1-866-839-5112** (for the U.S. and Canada) or on the web at <http://footlocker.ethicspoint.com> (international dialing numbers can also be found here).





LOVE THE GAME

Our Associates and the Company

CREATING A PRODUCTIVE WORK ENVIRONMENT

@FootLocker, we *Play to Win* by demonstrating our core values of *Team Work* and *Leadership* in our interactions. We embrace diversity and are expected to treat everyone with dignity, respect, trust and fairness.

✓ **FOOT LOCKER APPROVED:** We are committed to maintaining an inclusive work environment where all associates demonstrate leadership by making others feel welcome and free to be themselves. Valuing our differences and recognizing how those differences allow us to make meaningful contributions to the team, drives our elite performance. We are all responsible for preserving a work environment of mutual respect free from discrimination, harassment, bullying, illegal drugs, and inappropriate or excessive use of alcohol, or other behavior that can create an offensive or hostile environment.

WE KNOW GAME by...

- Considering the potential impact of our conduct on each other.
- Behaving like a pro and never engaging in (or allowing) behavior that is threatening, humiliating, intimidating, abusive, or could interfere with a team member's work performance.
- Demonstrating leadership by respecting others and never making inappropriate comments, offensive jokes, or sexual advances, or taking any other actions that could create a hostile work environment.
- Using good judgment where alcohol is served, either at Company-sponsored functions or where we are representing Foot Locker.



- Never using, possessing, manufacturing, or distributing illegal drugs in any store or facility, or while conducting business on behalf of Foot Locker.
- Avoiding behavior that is threatening, including acts of violence, the use of any obscene, abusive or threatening language or gestures directly, through mail, email or social media.

@FootLocker, we do not tolerate any conduct that could create or encourage an intimidating, offensive, or hostile work environment. We all have a responsibility to report situations that could be violations of our [Harassment and Discrimination Policies](#). Please Speak Up to one of our [Locker Room Resources](#).



LACE IT UP

Avoid a Personal Foul.

A hostile work environment diminishes all of us and hinders our ability to **Play to Win**. We avoid fouls that negatively impact the team and each other by never using or making:

- Intimidating or threatening behavior
- Lewd or offensive gestures
- Offensive or abusive language
- Degrading or abusive comments
- Racial or ethnic slurs or jokes
- Other harassing or discriminating conduct whether physical, spoken, written, or visual



DON'T FUMBLE

When we use the term **discrimination**, we are speaking generally about treating someone differently because of an individual characteristic. **Harassment** can include any action that interferes with a team member's work performance or creates an environment that is offensive, intimidating, or hostile to work in. We are committed to applying fair and lawful human resource policies and practices and maintaining a workplace that is free of all forms of harassment and discrimination. All employment-related decisions must be made on merit alone and not based on race, color, religion, national origin, gender, gender identity, sexual orientation, age, marital status, or physical or mental disability.



DON'T GET BENCHED

Sexual harassment occurs when job-related decisions are influenced by whether a person submits to or rejects unwelcome sexual advances. We do not request dates, sexual favors, or other forms of verbal or physical conduct that is sexual in nature. This includes any unwelcome sexual advances, comments, actions, offensive jokes, and slurs.

PROTECTING THE PRIVACY OF PERSONAL DATA

We are committed to taking appropriate measures to protect the personal information of our associates, customers, and others placed in our trust. Our commitment to *Integrity* requires **all** of us to exercise caution when handling this information.

✓ **FOOT LOCKER APPROVED:** We collect certain personal information about our associates, customers, vendors, and business partners. We comply with the privacy and data protection laws that apply to this information.

WE KNOW GAME by...

- Protecting personal data that we collect, store, process, or transmit.
- Storing personal data only on systems that are protected by secure network architectures.
- Understanding that there are laws around the world, which protect the exchange of data, and being aware of our [Information Security Policy](#) and [Data Protection Policy](#).
- Reporting any situation in which personal data may have been lost or stolen to a [Locker Room Resource](#).



Keep it in the Locker Room.

“Personal Data” is any information that we collect or process that can be used to identify an individual or entity. Personal Data may include items such as:

- Employment history
- Financial information
- Government-issued identification numbers
- Contact information
- Marital status
- Criminal records
- Medical history



USING COMPANY ASSETS APPROPRIATELY

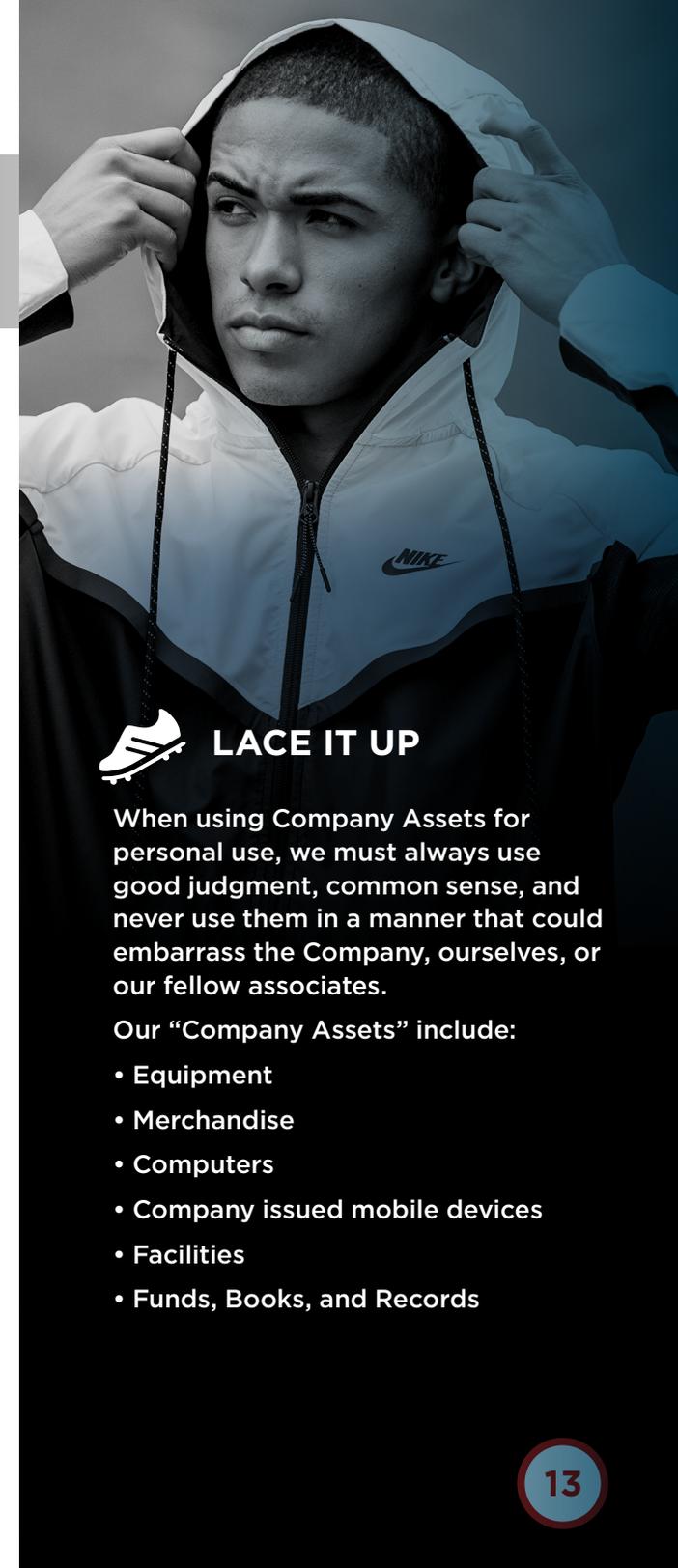
@FootLocker, we exercise good judgment when using and safeguarding Company Assets, services, facilities, and equipment and are committed to using these resources appropriately.

✓ **FOOT LOCKER APPROVED:** We are surrounded by and entrusted with Company Assets. We are expected to use these assets for appropriate business purposes and protect them from loss, theft, damage, waste, or misuse. At times, we may need to use our computer or other Company Assets such as phones during work time for personal use, which is acceptable as long as it's limited and does not interfere with our job or affect the quality of our work.

WE KNOW GAME by...

- Exercising good judgment when using Company Assets, keeping in mind that our actions reflect on Foot Locker's reputation.
- *Thinking then Clicking* when composing and sending emails, text messages, and other electronic communications and doing so in a respectful and professional manner.
- Following our [Information Security Policy](#) intended to protect and respect the integrity and security of our business systems.
- Reporting immediately any suspicions of a cyber-attack (e.g. phishing emails), fraud, theft, or misuse of Company Assets.

#BeAPro | @FootLocker, we understand that we do not have any expectation of privacy in using Company Assets and that the Company reserves the right to monitor the information on all of our systems as permitted by law, to work with third parties to ensure our assets are protected, and block access to inappropriate websites.



LACE IT UP

When using Company Assets for personal use, we must always use good judgment, common sense, and never use them in a manner that could embarrass the Company, ourselves, or our fellow associates.

Our "Company Assets" include:

- Equipment
- Merchandise
- Computers
- Company issued mobile devices
- Facilities
- Funds, Books, and Records

PROTECTING CONFIDENTIAL INFORMATION

@FootLocker, the confidential information belonging to the Company, those we do business with, and information concerning our customers and team members are extremely valuable assets and we must treat them with care.

✓ **FOOT LOCKER APPROVED:** We are trusted with the Company's proprietary and confidential information, as well as the information provided by or collected from our customers, associates, and business partners. We should consider this and any other non-public information as confidential, and we must take measures to protect it from unauthorized disclosure.

WE KNOW GAME by...

- Taking the strongest measures to safeguard and protect confidential information.

- Keeping all confidential information in a safe place and not disclosing it in any manner including through paper or electronic forms of documents, reports, records or through email, conversations, pictures, or over the Internet via social media.
- Remembering that Company documents, reports, and records are the property of Foot Locker, and they should not be regularly taken from or stored off our premises.
- Never sharing confidential information with someone who does not have permission to receive it.
- Returning all confidential information to the Company if our employment ends for any reason.
- Reviewing the [Information Security Policy](#) for more detailed information on the handling of confidential information.



LACE IT UP

Keep It Secure.

Proprietary or confidential information is any Company or third party information that is not available to the public. It includes the kind of information that, if disclosed, could be of value to competitors or harmful to the Company's brands, our customers, associates, shareholders, or business partners. Examples of proprietary or confidential information include our trade secrets, business strategies, marketing plans, new product launches, and financial information.



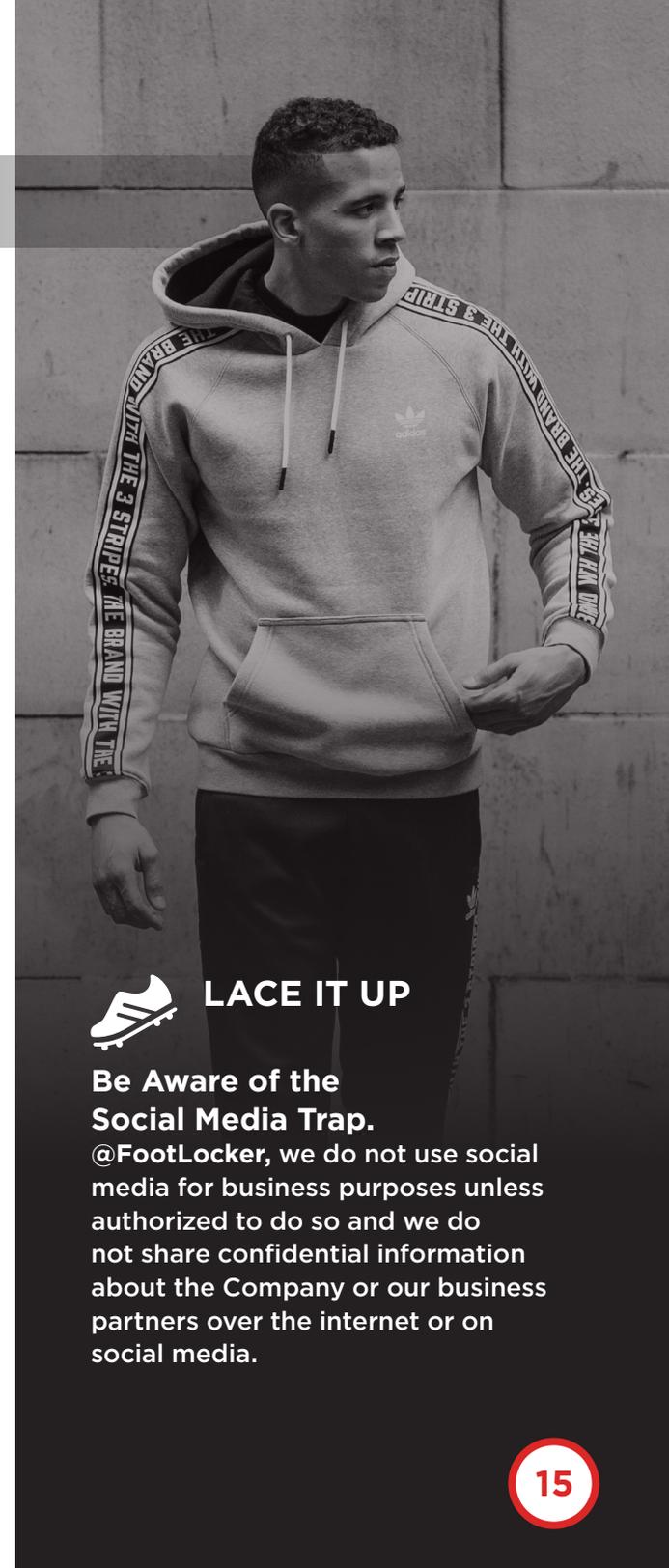
COMMUNICATING RESPONSIBLY

When we communicate publicly, we demonstrate Integrity and Excellence in what we say and how we say it.

✓ **FOOT LOCKER APPROVED:** Our customers, shareholders, and business partners rely on communications by and about Foot Locker to be honest and accurate. As a publicly traded company, we have additional obligations to share our business and financial information in compliance with specific SEC rules. All communications about Foot Locker's business, whether on social media sites, with the media, in our advertising, with the financial community, or with anyone in the public, should be done by our public relations department or the investor relations department. We recognize the use of personal social media to share our life stories and opinions, and do so in a responsible manner.

WE KNOW GAME by...

- Following our [Communications Policy](#) when contacted by the media or the public for information about Foot Locker's business.
- Following our [Social Media Policy](#), using common sense and taking responsibility for the content we post.
- Understanding that what we say online can affect Company business and our reputation.
- Being responsible in our marketing campaigns to represent Foot Locker appropriately and to protect our brands and image.
- Acting professionally and never discussing or sharing on social media confidential information about Foot Locker or those we do business with.



LACE IT UP

Be Aware of the Social Media Trap.

@FootLocker, we do not use social media for business purposes unless authorized to do so and we do not share confidential information about the Company or our business partners over the internet or on social media.



PLAY TO WIN

Our Customers and Business Partners

AVOIDING CONFLICTS OF INTEREST

@FootLocker, we *Play to Win* by following the *Rules of the Game*. We demonstrate *Integrity and Leadership* in our actions by acting in the best interest of the Company and avoiding situations that may create, or appear to create, a conflict of interest.

✓ **FOOT LOCKER APPROVED:** Engaging in personal activities outside of Foot Locker. However, these activities should be independent from our loyalty to Foot Locker and never compete with what is in the best interest of the Company. We must avoid situations where our personal interests conflict, or appear to conflict, with the interests of the Company.

WE KNOW GAME by...

- Ensuring that our business decisions always reflect our independent judgment and discretion and are based on the best interests of the Company.
- Not misusing Company Assets, your position, or influence to promote an outside activity, including a second job.
- Understanding that a conflict of interest may also occur as a result of the actions, employment, or investments of a family member.
- Not using business relationships to further a personal interest or gain a personal benefit.



LACE IT UP

Don't Foul Out.

A conflict of interest exists when our personal, financial, or family interests or relationships interfere, or appear to interfere, with our ability to be objective and act in the best interest of the Company. Our actions or business decisions should not be influenced by consideration of personal gain or benefit. Conflicts of interest can arise at any time and can significantly harm the Company's reputation as well as our own. Even the appearance of a conflict of interest can hurt your reputation and the Company's image.

- Soliciting information from all family members who live in our households about matters they may be involved in that could be a conflict of interest and disclosing these in writing.
- Not holding a "substantial financial interest" in a vendor that does or seeks to do business with Foot Locker or in any entity that purchases, sells, or leases real or personal property from the Company. *"Substantial financial interest" depends on the facts of your individual situation, but generally includes you 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.*
- Other than in mutual funds, not owning stock or having any other financial interest in any of Foot Locker's principal merchandise vendors if you, or any associates under your supervision, are responsible for purchasing merchandise sold in the Company's retail stores, catalogs or on-line.
- Seeking written approval from the General Counsel before engaging in outside business activities, including taking any secondary employment.

EXCHANGING GIFTS AND ENTERTAINMENT

@FootLocker, we demonstrate *Integrity and Leadership* by avoiding situations where exchanging gifts, services or entertainment may give rise to the appearance of impropriety or a conflict of interest.

✓ **FOOT LOCKER APPROVED:** Gifts and entertainment are a good way to build relationships with our business partners, but we must be careful to avoid giving or receiving gifts and entertainment that could influence our business judgment, compromise our objectivity, or create a feeling of obligation.

“Gifts” are 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. As an example, when the person offering a meal or entertainment is not attending the meal or event, it is considered a gift. When both the person offering a meal or entertainment and the person receiving it are present, it is “entertainment”.

WE KNOW GAME by...

- Never giving or accepting cash, or cash equivalents.
- Understanding that gifts and entertainment given to our family members may be considered gifts and entertainment given to us.

Accepting merchandise from vendors for “*product wear testing*” or “*product seeding*” only with the knowledge and approval of our supervisor or another [Locker Room Resource](#).

- Demonstrating *Integrity* when we engage in “*product wear testing*” or “*product seeding*” by ensuring they are never excessive in scale, expense or frequency.
- Participating 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.
- Referring to the [Travel Policy](#) for guidelines, and required approvals, for vendor-sponsored travel.

#BeAPro

@FootLocker, we focus on serving our customers with *Excellence* and take pride in the products we sell. At times, our vendors may ask us to help promote a new product by having our store associates wear a product during a marketing event or asking our office associates to try out new product ideas. When we engage in “*product wear testing*” or “*product seeding*,” we follow the *Rules of the Game* by seeking the required approvals in advance.

PROTECTING VENDOR AND THIRD PARTY RELATIONSHIPS

@FootLocker, we demonstrate *Leadership, Integrity and Service* when we select and interact with our vendors and third-party providers, and are honest about our business practices.

✓ **FOOT LOCKER APPROVED:** We are committed to doing business with vendors and third parties who provide goods and services that meet or exceed our high standards. If we participate in the selection of, or purchasing from, our vendors or third parties, we must avoid decisions that are, or appear to be, based on personal interests.

WE KNOW GAME by...

- Selecting our vendors and other business partners based solely on merit and business-related criteria.
- Providing complete and accurate documentation for all payments and ensuring they are consistent with normal rates charged for comparable services.
- Not participating in the selection of a vendor or business partner that a family member holds a substantial financial interest in (such as employment).
- Being especially careful when personally using the services or purchasing the goods of a vendor or third party that does or seeks to do business with Foot Locker.
- Always paying fair value (what is customary and generally charged to the public) for any services or goods we purchase from a vendor or other business partner for personal use.

#BeAPro

@FootLocker, we consider how our actions may be perceived by others and ensure that they are honorable and cannot embarrass us or the Company. We show Leadership by always seeking approval from the General Counsel before we personally purchase goods or services that have a fair value in excess of U.S. \$5,000 from a Company vendor or business partner.



LACE IT UP

Kickoff but not Kickback.

On occasion, we can give and receive gifts that are of “nominal monetary value”. Nominal monetary value is defined as U.S. \$100 or less. Examples include a holiday gift basket, a commemorative object, or advertising/promotional materials, such as an item with the Foot Locker or vendor’s logo on it. We should avoid giving or accepting gifts or entertainment that could be perceived as a bribe or kickback or intended to influence a business decision or in exchange for a business advantage.

Regardless of the value, before we give or accept a gift we should ask ourselves:

- Is this gift or entertainment intended to influence business discussions?
- Was the gift solicited?
- Have gifts from this person or firm been given or received frequently?
- Will the exchange result in any special or favored treatment?

If the answer to any of these questions is “Yes,” then we should not accept the gift. If the answer to each question is “No,” then we may accept the nominal gift.

A black and white photograph of two women in a retail store. The woman on the left, who is Black, is wearing a white button-down shirt over a dark top and patterned pants. She has a lanyard around her neck and is pointing towards a computer monitor. The woman on the right, who is Asian, is wearing a dark top and a patterned scarf. Both women are smiling and looking at the monitor. The background shows clothing racks and a brick wall.

FOCUS ON THE FUTURE

Our Shareholders

MAINTAINING FINANCIAL INTEGRITY AND PREVENTING FRAUD

@FootLocker, we are committed to maintaining the integrity of our financial reporting and preventing fraud. We demonstrate *Leadership* in ensuring fairness and accuracy in all our records and financial reports.

✓ **FOOT LOCKER APPROVED:** Foot Locker's financial statements and business records must honestly and accurately reflect all transactions. The Company has processes and controls in place that are specifically designed to ensure accurate financial reporting. As a public company, we are obligated to make full, fair, timely and accurate disclosures to our shareholders. We all have a responsibility to follow the Company's internal controls, and to prevent others from attempting to circumvent those controls.

#BeAPro

We all have an obligation to watch for and report signs of possible fraud, including situations that could allow fraud to happen. Examples of fraud include: forgery or alterations of checks or any other document; misappropriation of funds or other assets; impropriety in handling or reporting of money, inventory or financial transactions; theft or dishonesty; and destruction or disappearance of records, inventory, fixtures, or equipment. We must report any signs of possible fraud immediately to a [**Locker Room Resource**](#).



MAINTAINING FINANCIAL INTEGRITY AND PREVENTING FRAUD

WE KNOW GAME by...

- Maintaining complete, accurate, and timely records and accounts for all business transactions.
- Providing proper supporting documentation when recording assets, liabilities, revenues, and expenses and never misrepresenting or omitting information.
- Watching for inaccurate documents, such as erroneous time sheets, invoices, or expense reports.
- Reporting any known or suspected false statements, misleading entries, or material omissions in any of Foot Locker's books, records, or systems.
- Cooperating with all internal and external auditors, accountants and the audit process, and never misleading or improperly influencing the performance of an audit or review of our financial statements.
- Following our internal reporting procedures to ensure the Company's public disclosures are made timely in a full, fair, and accurate manner.
- Demonstrating *Leadership* by raising questions to a [Locker Room Resource](#) or directly to our Chief Financial Officer or Chief Accounting Officer in New York.

Lauren B. Peters, the Chief Financial Officer, can be contacted by phone at (212) 720-3969 or via email at lpeters@footlocker.com

Giovanna Cipriano, the Chief Accounting Officer, can be contacted by phone at (212) 720-3896 or via email at gcipriano@footlocker.com



LACE IT UP

Follow the Play Book.

All associates have an obligation to ensure that the information provided in Company records and disclosures are complete, accurate, and in compliance with our internal controls and procedures. Company records include financial statements, travel and expense reports, purchase and sale documentation, and internal management reports. Our Company records refer to both paper and electronic forms of documents including reports, spreadsheets, emails, webpage content, photos, and videos.



AVOIDING INSIDER TRADING

At times, team members may become aware of material Company information before it has been disclosed to the public. @FootLocker, when we engage in transactions related to Foot Locker's or another company's stock or securities, we do so with Integrity and never trade or tip based on material non-public information.

✓ **FOOT LOCKER APPROVED:** In the course of our work, we may be exposed to "material non-public" information about Foot Locker, a company that we do business with, or a company 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 or to provide this information to others.

WE KNOW GAME by...

- Not trading in stock or securities when we have material non-public information.
- Not sharing or providing "tips" to others based upon material non-public information.
- Knowing that violating insider trading laws can lead to serious consequences for both the Company and the individuals involved, including termination of employment, civil liability, and criminal prosecution.
- Understanding and familiarizing ourselves with the [Insider Trading Policy](#).

#BeAPro

Certain individuals, such as Members of the Board of Directors, corporate and executive officers, Division CFO's, General Managers, and certain financial executives are subject to special restrictions on stock trading. Typically, they may only trade Company stock during "open window" periods following the public release of the Company's quarterly earnings. We demonstrate *Leadership* by referring to the [Insider Trading Policy](#) or consulting with our General Counsel on any questions we may have.



LACE IT UP

Special Plays require Special Focus.

We show *Leadership* and *Integrity* by knowing how to identify material non-public information.

"Material non-public information" is any information that has not been made available to the public that a reasonable investor would consider important when deciding whether to trade. In other words, it includes any information that could reasonably affect the price of our stock. Examples of possible material information include:

- Sales and/or earnings results
- Dividend or stock split actions
- Strategic plans including acquisitions or the disposition of a substantial business
- New product lines or the gain or loss of a major vendor
- Changes in senior management



BE A PRO

Our Communities

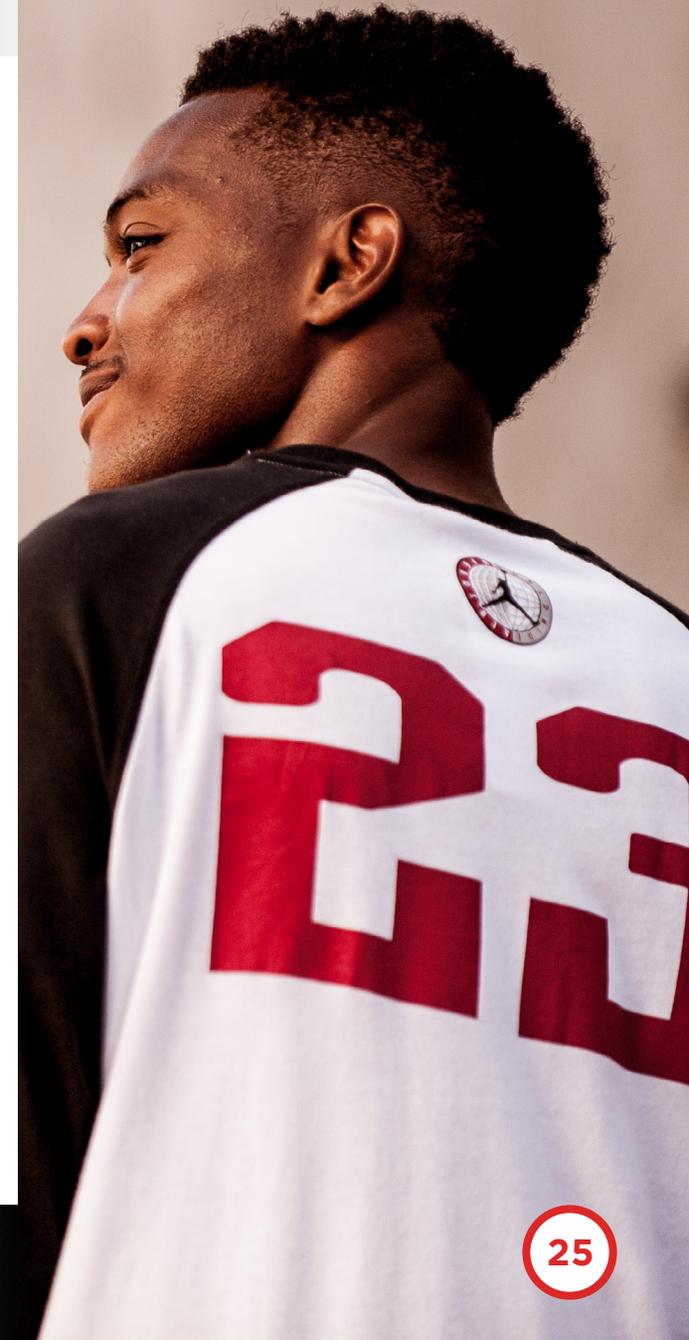
DEMONSTRATING GOOD CORPORATE CITIZENSHIP

@**FootLocker**, we strive to make a difference in the places where we live and work. We are passionate about *Community* which represents our commitment to being good corporate citizens.

✓ **FOOT LOCKER APPROVED:** We get involved in our communities so we can create a meaningful and positive impact. We look for ways to give back by getting involved in volunteer projects and charitable giving.

WE KNOW GAME by...

- Upholding human rights in all of our operations and facilities and watching for indicators of exploitation of children, physical punishment, abuse, or involuntary servitude.
- Exercising care and avoiding pressure when soliciting charitable contributions from fellow associates and never from our vendors.
- Challenging ourselves to get involved in our local communities with various volunteer and charitable activities and projects supported by the Foot Locker Foundation.
- Expecting our vendors and third parties to uphold these standards and comply with all laws.
- Fully respecting all applicable laws that set a minimum wage and maximum hours for employment.



PARTICIPATING IN THE POLITICAL PROCESS

@FootLocker, we *Focus on the Future*. As individuals, when we engage in the political process, we must always be certain that our activities remain separate from our job responsibilities and they are conducted on our own time with our own resources.

✓ **FOOT LOCKER APPROVED:** As a company, Foot Locker complies with all lobbying laws and regulations that apply to corporate political activity. We refrain from making any contributions on behalf of the Company to political parties, political action committees (“PACs”), political candidates or holders of public office in any country.

WE KNOW GAME by...

- Being professional in our political activities and not soliciting contributions from our directors, officers, associates, or vendors.
- Prohibiting other individuals and organizations from soliciting political contributions during working hours or on Foot Locker premises.
- Engaging in political activities only during our personal time and with our own resources.
- Not seeking reimbursement from Foot Locker for any personal political contributions we may make.
- Acknowledging that certain contributions to organizations whose principal purpose is the support of legislative, regulatory, or other similar public policy and not the direct support of a political party is permitted with the approval of our General Counsel.



PREVENTING BRIBERY AND CORRUPTION

@FootLocker, we conduct business fairly and ethically and in compliance with all laws that prohibit bribery and corruption. We build *Capability* and *Focus on the Future* by modeling exemplary behavior and by never giving or receiving anything of value in order to secure an unfair business advantage.

✓ **FOOT LOCKER APPROVED:** We must always avoid behavior that may be considered, or could give the appearance of being, bribery and corruption. This is regardless of local customs, and regardless of whether we are working with private individuals or entities, the government, or public officials. There are many laws that ban bribery in business dealings around the world and we must comply with these laws, which include the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. These laws and our Company's policy strictly prohibit any associate or third party working on our behalf from offering or accepting bribes or kickbacks in any form. The consequences of bribery can be serious for our Company and the individuals involved, and can include serious fines, penalties, and jail time.

WE KNOW GAME by...

- Avoiding any situation where accepting, offering, promising, or authorizing anything of value is, or could be seen as, a way to improperly secure or influence a business decision.
- Knowing that “hospitality and entertainment” must be lawful, reasonable in value and frequency, and must always have a valid business purpose.
- Being alert to any possible corruption or fraud and asking questions if a situation is unclear.
- Showing *Leadership* by following our [Anti-Corruption Policy](#) and immediately reporting to a [Locker Room Resource](#) any potentially corrupt behavior.
- Understanding that we can be held liable for the actions of a third party and not allowing them to do something that we cannot do directly.



LACE IT UP

Stay out of the Penalty Box.

A “bribe” is when an individual, either directly or indirectly (through a third party working on our behalf), gives, offers, or promises anyone anything of value to obtain or retain business, influence a business decision, or secure an unfair advantage. A bribe can come in many forms and does not have to be cash. “Anything of value” can include cash equivalents (such as gift cards or gift certificates), gifts, entertainment and hospitality, payment of travel expenses—especially when there is not a clear business purpose for the trip, vacations, and even an offer of a job or other assignment in the future.

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.

FOLLOWING COMPETITION LAWS

We **Play to Win** and compete only by following the *Rules of the Game* that support a fair and open market and promote competition between businesses. **@FootLocker**, we know that certain conduct, including discussions, agreements, and informal understandings between the Company and any actual or potential competitor or vendor, may constitute an antitrust violation if it is likely to reduce or restrict competition.

✓ **FOOT LOCKER APPROVED:** The countries where we do business have competition laws or “antitrust” laws generally prohibiting business discussions, practices, arrangements and understandings among competitors regarding price or market allocation that interfere with competition. At Foot Locker, we comply with all the laws and regulations which govern behavior for competing in the marketplace.

WE KNOW GAME by...

- Not discussing these sensitive topics with our competitors or vendors and advising a [Locker Room Resource](#) and our General Counsel of any such instances.
- Dealing fairly with our vendors, competitors, and customers and always truthfully representing the products we sell.
- Never making false statements about our vendors or competitors, or undermining the products they sell.
- Avoiding, even in jest, any statements or written records that suggest that a proposed course of action will eliminate competition.



LACE IT UP

Maintain a Level Playing Field.

Competition laws prohibit agreements between actual and potential competitors and vendors. Here are some examples of agreements that would violate these laws, which we must never discuss or participate in:

- Fixing prices or other terms of sale, such as discounts or promotions, on merchandise or services that are to be bought or sold by Foot Locker.
- Disclosing to competitors our pricing, pricing policies, costs, marketing or strategic plans.
- Agreeing to divide or allocate customers, markets or territories of competing products, services, or vendors.
- Participating in a boycott of certain markets, customers, vendors, goods, or services.
- Not competing.



#BeAPro

Trade associations are a valuable forum for discussing trends in the industry. If we participate in these associations, we are careful to avoid any conduct that may be, or appears to be, a violation of competition or antitrust laws. We remember that prohibited conduct described above does not become legal because it occurs through participation in a trade association meeting.

POST-GAME RECAP

@FootLocker, we know that how we *Break Records* is just as important as the final score. We are committed to playing by the *Rules of the Game* and with that comes an obligation to SPEAK UP. When we see something that is not aligned with the Code, Company policies, or the law, we SPEAK UP. The Company knows that asking questions, seeking advice and raising concerns may be difficult at times. That's why there are multiple [Locker Room Resources](#) for us to reach out to when we need guidance. At Foot Locker, there is **Zero Tolerance for Retaliation** and we should all feel comfortable raising good faith concerns without fear of retaliation.



LACE IT UP

Make the Call!
The Code of Business Conduct Hotline is managed by an independent third party and is available 24 hours a day, 7 days a week in multiple languages. Concerns to the Hotline can be made anonymously, where allowed by local law.

OUR LOCKER ROOM RESOURCES

Your direct manager

Another member of the management team

A Human Resources representative

The Company's General Counsel:

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

The Company's Audit Committee:

- Mail Address: c/o General Counsel 330 West 34th Street, New York, New York 10001
- Place your concern in a sealed envelope marked "CONFIDENTIAL." Your concern will be reviewed by the General Counsel and forwarded to the Audit Committee.
- If you prefer to have the concern sent directly and confidentially to the Audit Committee, enclose it in an inner-sealed envelope directed to the "Chair of the Audit Committee" and it will be delivered to the Chair of the Committee by the General Counsel unopened.

Code of Business Conduct Hotline via phone at **1-866-839-5112** (for the U.S. and Canada) or on the web at <http://footlocker.ethicspoint.com> (international dialing numbers can also be found here).

OUR LEADERSHIP ATTRIBUTES

@FootLocker, we believe in our fellow team members and the passion everyone brings to help ensure we are successful in carrying out our vision. We demonstrate our commitment to our core values by:

- > Acting honestly, ethically, and honorably
- > Respecting, inspiring, developing, and empowering others
- > Striving to be the best in everything we do
- > Satisfying our customers every time
- > Collaborating, trusting, supporting, and committing to each other
- > Being a student of the business to initiate and foster new ideas
- > Embracing diversity; acting responsibly for our customers, associates, investors, and communities

@FootLocker, we have a firm belief that “everyone leads.” Our leadership attributes set the expectation that each of us:

- > BE A PRO
 - Play our position, do our job well
 - Exceed our responsibilities
 - Step in and make a difference

- > BREAK RECORDS
 - Constantly raise the bar
 - Learn from self and others
 - See the opportunity, make it better
- > BUILD CAPABILITY
 - Teach, coach, and motivate
 - Give feedback and recognize
 - Build a great team
- > BRING OTHERS ALONG
 - Listen to learn and understand
 - Play well with others
 - Communicate up, down, and out
- > PLAY TO WIN
 - Turn strategy into action
 - Execute with the team
 - Make things happen, get results
- > FOCUS ON THE FUTURE
 - Put the customers first
 - Embrace new ways of thinking
 - Push boundaries and try new ideas
- > LOVE THE GAME
 - Show pride in our company and brands
 - Care about people
 - Bring energy and have fun



LACE IT UP

Special Teams and Special Plays.

Our Code and other Company policies can be found at www.myfootlocker411.com.



WAIVERS AND APPROVALS

In certain limited cases, the Company may consider requests for waivers under the Code. Waivers will only be granted for special, extenuating circumstances and are granted by the General Counsel. Waivers for executive officers and directors may only be granted by the Audit Committee of our Board of Directors. Any waiver granted for an executive officer or director will be publicly disclosed on our corporate website.

Examples of conduct requiring General Counsel approval include:

Personal Use of Suppliers: For personal purposes, using the services or purchasing the goods of a person or entity that does or seeks to do business with us when the fair value of the goods or services exceeds U.S. \$5,000.

Outside Business Activities: Team members having an outside business activity, such as participating in another business on a part-time or freelance basis.

Charitable Contributions: Other than for activities sponsored by the Foot Locker Foundation (such as “On Our Feet”), soliciting charitable contributions from vendors or providing vendor lists to others

for this purpose.

Political Contributions: Contributing on behalf of the Company to organizations whose principal purpose is supporting legislative, regulatory, or similar public policy matters.

Disclosures to the Company: There are other provisions of the Code that require *Disclosure to the Company*, including:

- 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.
- Bribes: If anyone offers you a bribe, you must report this immediately to the General Counsel.
- 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.

The General Counsel can be contacted via email at sclarke@footlocker.com.



THE PLAY BOOK RULES

The Rules of the Game: The Rules of the Game at Foot Locker provide that associates at every level should conduct their dealings in the best interest of the Company and according to the highest legal and ethical standards.

Discrimination: We are committed to maintaining an environment that is free of discrimination based on race, color, religion, national origin, gender, gender identity, sexual orientation, age, marital status, physical or mental disability or other factors that are unrelated to our legitimate business interests.

Sexual Harassment: Sexual harassment is never tolerated. Sexual harassment occurs when a request 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.

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.

Conflicts of Interest: A conflict of interest exists if our judgment and discretion in the course of our employment could be influenced by considerations of personal gain or benefit. Business decisions must always reflect our independent judgment and discretion and be based on the best interests of the Company. We must avoid situations where our personal interest conflicts, or appears to conflict, with the interests of the Company.

Gifts: The general rule is that we may not accept money or anything of value from anyone doing business, or seeking to do business, with us. On occasion, we may accept a gift of nominal monetary value—not more than U.S. \$100.

Travel & Entertainment: We 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. Our participation must not be excessive in scale, expense, or frequency. The general policy is that our travel and accommodations must be paid for by the Company.

Family Relationships: Our family members' actions, employment, or investments could create a conflict of interest. We must ask those family members living with us for information that could impact our compliance with the conflict of interest policy. We are not required to ask for information from those family members who do not reside with us, but if we are aware of any matters involving a family member that might be a violation of our policies, then we need to disclose this.

Personal Use of Vendors: It is important to avoid the receipt of any personal benefit from a vendor or other service provider arising from our position with the Company. If we personally use or purchase services from one of our vendors or other service providers, we must pay "fair value" for the goods or services, which means we must pay the cost that would be charged to the public.

THE PLAY BOOK RULES

Stock Ownership or Other Financial Interest in Vendors:

If we, or associates we supervise, are responsible for buying merchandise sold in our stores, catalogs, or online, then neither we nor any family member may own stock or have a financial interest in any of our principal merchandise vendors.

Outside Business Activities: Outside business activities can create possible conflict of interest situations or interfere with our job performance. Our policy is that we need to get the approval of the General Counsel if we have, or are proposing to have, an outside business activity.

Bribes: We must never—directly or indirectly—solicit, accept, or offer bribes.

Fraud: We must 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.

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.

Insider Trading: It is illegal to trade in Foot Locker 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.

Charitable Contributions: Except for the annual “On Our Feet” event sponsored by the Foot Locker Foundation, we may not solicit charitable contributions from our vendors or use our vendor lists or provide them to others to solicit contributions without the prior approval of the General Counsel.

Antitrust/Anti-Competition: In general, certain conduct, including discussions, agreements, or informal understandings between the Company and any actual or potential competitor or vendor may constitute an antitrust violation if it is likely to reduce or restrict competition. For example, we 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.

Zero Tolerance for Retaliation: We are encouraged to Speak Up and ask questions. Foot Locker has a Zero Tolerance for retaliation for reports made in good faith under our Code of Business Conduct.

Violations/Waivers: Any violations of the Company’s policies, or knowingly permitting a violation, may be subject to disciplinary action, including termination as allowed by local law. All waivers must be obtained from the General Counsel.

ON THE PLAYING FIELD: Q & A

Q: I'm not quite sure that my supervisor's actions are a violation of the Code, but it may not look good for the Company if auditors or media found out. I feel like I should report it but I'm nervous about what may happen if I do make a report or if I'm wrong. Should I raise the issue and risk getting in trouble?

A: Yes. We have an obligation to raise any concerns that may be, or appear to be, violations of the Code or law. @FootLocker, our commitment to **Zero Tolerance for Retaliation** protects you when raising any good faith concerns you may have. Good faith does not mean you have to be right, but simply that you are honest in your concern.

Q: 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?

A: 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 vendor. 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 vendor for the cost of the tickets to avoid any appearance of a conflict of interest.

Q: 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?

A: 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.

Q: My teenage son was just offered an employment position with one of our vendors. Is there anything I need to do regarding his employment?

A: 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.

ON THE PLAYING FIELD: Q & A

Q: 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?

A: 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.

Q: Our manager announced that we will be rolling out an entirely new flagship store concept with the first stores opening in key markets around the country. I posted this exciting news on my social media but now wonder if I violated the Code?

A: Likely. Information about a concept store and key markets is confidential information that should only be made public by a designated company spokesperson. Publicizing this confidential information via social media may have also violated other laws and regulations.

Q: Can you provide a real-life example of Insider Trading?

A: For example, at our Financial Controls Conference, an associate learned that the Company was going to significantly surpass earnings expectations for the quarter and disclosed this information to her father over dinner. The associate's father then purchased shares of the Company's stock. After earnings were released, the stock price went up and the associate's father sold the stock making a tidy profit. Both the associate and her father will likely be found to have violated the law.

Q: I would like to take a part-time job with a local school district. May I accept this part-time position?

A: 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.

ON THE PLAYING FIELD: Q & A

Q: A holiday gift basket valued at more than U.S. \$100 was just delivered from a vendor. Is this something we can keep or should we attempt to return it?

A: Holiday gift baskets are usually the type of gift we can accept. However, in this situation, the value is above our nominal limit, so it should be placed in a general area to be shared with our colleagues.

Q: 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?

A: 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. You will need to disclose this to the General Counsel.

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

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

Q: 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?

A: 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.

CODE OF BUSINESS CONDUCT CERTIFICATE

We are distributing to you today the 2017 Code of Business Conduct of Foot Locker, Inc. It is very important that you read the personal message from our Chairman and CEO, Dick Johnson, and the policies contained in the Code before certifying your compliance.

We urge you to read the entire Code and, in particular, please review the “Conflicts of Interest” section of the Code, which sets out our policies on Gifts, Outside Business Activities, and Financial Interest in Third Parties.

Please note that the toll-free number for the Code of Business Conduct Hotline and other contact information may be found under

the section [Locker Room Resources](#). The Hotline is administered by an independent third party vendor, EthicsPoint, and you may ask questions or make a confidential report through this Hotline at any time. You may also access the Hotline via the Internet at <http://footlocker.ethicspoint.com>. We encourage you to ask questions and report any issues through the Hotline. There will be no retaliation for asking questions or reporting concerns in good faith.

After reading the Code of Business Conduct, please submit this Certificate of Compliance to Randolph Brodwin in the New York Office (212-720-4185; rbrodwin@footlocker.com) or the Legal Department in Vianen.

I confirm:

- I have read and fully understand the Code of Business Conduct and I currently have or have access to a written copy of the policy for future reference.
- I understand that violations of any Foot Locker Policy may be grounds for my dismissal or other appropriate disciplinary action, including any reimbursement for any loss to the Company that results from my actions.
- Except as noted below, during the past year I have been, I am presently, and I will continue to be in full compliance with the Code.

Signature

Print Name

Date

Subsidiary or Division



FOOT LOCKER, INC.

LAST UPDATED 08/2017