

# FOOT LOCKER, INC.

## 2020 Annual Shareholders' Meeting Procedures

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We welcome you to the 2020 Annual Meeting of Shareholders of Foot Locker, Inc. The following procedures have been established in order to provide for a fair and informative meeting. We thank you in advance for your cooperation in adhering to them.

1. Our Company's By-laws describe requirements for meetings of our shareholders and the Chairman of the Annual Meeting will conduct the meeting consistent with those requirements.

2. Because this is a meeting of our shareholders, only our shareholders are permitted to ask questions during the Annual Meeting. You need to have held stock as of the close of business on the record date of March 23, 2020 to vote or submit questions while participating in the virtual Annual Meeting. To vote or submit questions, please login as a Shareholder by entering the 16-digit control number you received with your proxy materials. If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.

3. We will strictly follow the Order of Business as we conduct the meeting.

4. If a shareholder has a question about one of the matters in the Order of Business to be voted on by the shareholders at the Annual Meeting, such question may be submitted in the field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. We will answer questions on any matters in the Order of Business to be voted on by the shareholders at the Annual Meeting before the voting is closed.

5. Following adjournment of the formal business of the Annual Meeting, the Company will address appropriate general questions from shareholders regarding the Company. Such questions may be submitted in the field provided in the web portal during the Annual Meeting.

6. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to two questions. It will help us if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized, and answered together.

7. Shareholder questions are welcome, but conducting the business set out in the Order of Business for the benefit of all shareholders will be paramount. The Company does not intend to address any questions that are, among other things:

- irrelevant to the business of the Company or to the business of the Annual Meeting;
- related to material non-public information of the Company;
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another shareholder;
- in furtherance of the shareholder's personal or business interests; or
- out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chairman in his reasonable judgment.

8. In accordance with the By-laws, no nominations of directors or other proposals will be accepted during the Annual Meeting from the floor.

9. If there are any matters of individual concern to a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting by contacting Investor Relations at [ir@footlocker.com](mailto:ir@footlocker.com).

10. Recording of the Annual Meeting is prohibited.