

FOOT LOCKER, INC.

TECHNOLOGY AND DIGITAL ENGAGEMENT COMMITTEE CHARTER

PURPOSE AND AUTHORITY OF COMMITTEE

The Technology and Digital Engagement Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Foot Locker, Inc. (the “Company”) to engage in dialogue with, and provide advice and guidance to, the Company’s management relating to matters concerning the Company’s utilization of technology and digital engagement in support of the Company’s business strategy and objectives.

Notwithstanding anything in this Charter, responsibility for oversight of the enterprise risk management framework associated with technology, security, data and privacy, shall remain with the Audit Committee of the Board.

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 under the provisions of the By-Laws. The Board shall appoint the Committee Chair. Members shall serve at the pleasure of the Board.

MEETINGS

The Committee shall meet as determined from time to time by the Board or as may be called by direction of the Committee Chair after consultation with the Non-Executive Chair of the Board. The Committee Chair shall report to the Board on the results of each Committee meeting.

RESPONSIBILITIES AND DUTIES

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

Strategy

- Review the Company's (1) Global Technology Solutions ("GTS") strategy and plan, including all critical elements of technology, internal and external, that support the Company; and (2) progress regarding its GTS strategy, plans, and initiatives. In doing so, consider the staffing adequacy, skills, and allocation of the Company's internal GTS resources.
- Assess whether the Company's GTS strategy and plan aligns to its GTS risk appetite metrics, GTS risk governance framework capabilities, and GTS target operating model.
- Assess and provide feedback on innovation and technology trends that may affect the Company's GTS strategic plans.

GTS Risk Management

- Oversee, in conjunction with the Audit Committee, the GTS Enterprise Risk Management framework and policy.

Enterprise Resource Planning

- Review significant innovations and technology acquisition processes related to the Company and assess whether they are consistent with sound management and the Company's enterprise technology strategy and plans.
- Review information concerning the Company's significant enterprise technology infrastructure and operations.

Information Security Program

- Review the Company's overall information security strategy.
- Review, at least annually, the quality and effectiveness of GTS systems and processes that relate to or affect the Company's internal control systems, information security, and related compliance requirements.

Data and Analytics

- Review the Company's information governance framework and its alignment with business priorities.
- Review delivery of data and analytics capabilities, and initiatives that leverage these capabilities, for serving customer and business needs.

Digital Engagement

- Review the Company's strategy, development, and operations regarding interacting digitally with customers and using technology to appropriately reach and serve customers.
- Review customer satisfaction performance results and customer acquisition and engagement initiatives, and review opportunities derived from customer feedback and actions that the Company is taking to maintain and improve the customer experience and customer satisfaction.

ESG

- Review, in connection with its oversight of the Company's utilization of technology and digital engagement in support of the Company's business strategy and objectives, relevant environmental, social, and governance ("ESG") implications within the Company's overall ESG framework.

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 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 Non-Executive Chair of the Board, Chief Executive Officer (“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 Committee 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, relevant and necessary 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 Responsibility Committee if the Committee decides to retain the services of outside counsel or consultants.

February 15, 2023