

FOOT LOCKER, INC.

2022 ANNUAL MEETING OF SHAREHOLDERS ORDER OF BUSINESS

1. Call to Order
2. Introductions
3. Quorum
4. Description of Business Items:
 - Election of Ten Directors to Serve for One-Year Terms
 - Advisory Vote to Approve Executive Compensation
 - Advisory Vote on Frequency of Say-on-Pay Votes
 - Ratification of Appointment of Independent Registered Public Accounting Firm
5. Opening of Polls for Voting
6. Closing of Polls
7. Preliminary Report on Results of Vote
8. Adjournment of Meeting

General Question and Comment Period
Will Follow the Adjournment of the Formal Meeting

Disclosure Regarding Forward-Looking Statements

Management's presentation and comments contain forward-looking statements within the meaning of the federal securities laws. Other than statements of historical facts, all statements which address activities, events, or developments that the Company anticipates will or may occur in the future, including, but not limited to, such things as future merchandise and vendor mix, real estate opportunities, acquisitions, strategic partnerships, capital expenditures, expansion, strategic plans, financial objectives, dividend payments, stock repurchases, growth of the Company's business and operations, including future cash flows, revenues, and earnings, and other such matters, are forward-looking statements. These forward-looking statements are based on many assumptions and factors which are detailed in the Company's filings with the U.S. Securities and Exchange Commission, including the effects of currency fluctuations, customer demand, fashion trends, competitive market forces, uncertainties related to the effect of competitive products and pricing, customer acceptance of the Company's merchandise and vendor mix and retail locations, cybersecurity breaches, pandemics and similar major health concerns, unseasonable weather, deterioration of global financial markets, economic conditions worldwide, deterioration of business and economic conditions, any changes in business, political and economic conditions due to the threat of future terrorist activities in the United States or in other parts of the world and related U.S. military action overseas, the ability of the Company to execute its business and strategic plans effectively with regard to each of its business units, and risks associated with global product sourcing, including political instability, changes in import regulations, and disruptions to transportation services and distribution. For additional discussion on risks and uncertainties that may affect forward-looking statements, see "Risk Factors" disclosed in the 2021 Annual Report on Form 10-K. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events, or otherwise.