

FOOT LOCKER, INC.

*Code of Business Conduct
For Our Business Partners*

2011

INTRODUCTION

Foot Locker, Inc., including Foot Locker, Lady Foot Locker, Kids Foot Locker, Footaction, Champs Sports, Footlocker.com/Eastbay and CCS operating units worldwide (“Foot Locker” or the “Company”) has established a Code of Business Conduct, which applies to our directors, officers and associates worldwide. Our guiding principle is to conduct our business according to the highest legal and ethical standards and to avoid even the appearance of improper behavior.

We believe that our vendors, suppliers and other business partners (together, “Business Partners”) are vital to our success and future business plans, and we expect our Business Partners to share our commitment to conducting business with integrity and in compliance with the law. We recognize that our Business Partners are independent entities; however, the actions of our Business Partners may have an impact and reflect on the Company. Because of this, we expect our Business Partners, including their employees, agents and subcontractors, to adhere to the Foot Locker Business Partner Code of Business Conduct while conducting business with the Company or on our behalf.

LEGAL AND REGULATORY COMPLIANCE

All Foot Locker Business Partners and their representatives will conduct their business activities in accordance with all applicable laws, rules, and regulations of their respective countries while conducting business with or on behalf of Foot Locker. All Foot Locker vendors shall:

- Comply with all applicable trade control and export and import requirements, antitrust and fair competition laws, and environmental laws and regulations.
- Conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business.
- Comply with all applicable environmental laws and regulations.
- Not participate in international boycotts that are not sanctioned by the U.S. government or applicable laws.
- Comply with the anti-corruption laws of the countries in which it does business, including the United States Foreign Corrupt Practices Act, the U.K. Bribery Act, and Italy Law 231, and shall not make any direct or indirect payments or promises of payments to foreign government officials for the purpose of inducing the official to misuse his or her position to obtain or retain business.

BUSINESS PRACTICES

All Foot Locker Business Partners will conduct their business activities with integrity. All Foot Locker Business Partners shall:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.
- Avoid situations with our associates that would create a real or apparent conflict of interest between the Business Partner and Foot Locker and any associate or that could raise a question about undue influence on Foot Locker associates.
- Refrain from offering to any of our associates any money, gifts or anything else of more than nominal value. Our Code of Business Conduct for our associates specifically **prohibits** associates from accepting gifts from our Business Partners valued at more than U.S. \$100.
- Refrain from inviting any Foot Locker associates to participate in events and activities that are excessive in scale, expense or frequency.
- Refrain from offering to pay any travel or accommodation expenses for Foot Locker associates. Our general policy requires that travel and accommodation expenses for associates be paid by the Company.
- Avoid providing any goods or services to our associates for their personal purposes unless the associate is charged and pays the full price that the Business Partner would charge to the general public for the goods or services.
- Avoid insider trading in Foot Locker's stock by refraining from trading when in possession of material information about Foot Locker that is not publicly available.
- Refrain from requesting that Foot Locker make contributions to political candidates, political parties, political action committees, or holders of public office in any country. It is against Foot Locker's policy to make any such political contributions.

ANTI-CORRUPTION PRACTICES

Anti-corruption laws, including the U.S. Foreign Corrupt Practices Act ("FCPA") and the U.K. Bribery Act apply to Foot Locker's businesses. The FCPA exists to prevent corrupt practices in international transactions. The FCPA prohibits bribery of foreign officials and employees who work for foreign governments. The U.K. Bribery Act applies to both private- and public-sector bribery whether committed in the United Kingdom or elsewhere. We expect our Business Partners to strictly comply with the anti-bribery laws of the United States and of the foreign countries where Foot Locker does business. Foot Locker maintains a "zero-policy" tolerance for any violation of the anti-corruption practices. Our policy prohibits all of the following actions by our Business Partners:

- Giving, promising, or offering a bribe in any form or any amount. We expect that our Business Partners will never, directly or indirectly, offer, authorize, give, or promise any form of bribe or kickback to any person in connection with Foot Locker's business. A "bribe" is any money, favor, or anything of value used to influence or

ensure a particular result or action. A bribe does not have to be cash; it could also be paying an inflated price to purchase property or services, or it could be providing lavish entertainment. Any hospitality must be lawful and reasonable in value and frequency and must always have a valid business purpose. 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. Business Partners may not hire third parties to do something that it is not permitted to do directly under Foot Locker’s policy.

- Requesting, agreeing to receive, or accepting a bribe in any form or amount in connection with Foot Locker’s business.
- Engaging in any acts of corruption, money laundering or terrorism funding.

EMPLOYMENT PRACTICES

Foot Locker expects its Business Partners to share its commitment to human rights and equal opportunity in the workplace. Foot Locker’s Business Partners shall conduct their employment practices in full compliance with all applicable laws and regulations. All Foot Locker Business Partners shall:

- Cooperate with Foot Locker’s commitment to a work environment that is free of harassment and unlawful discrimination and to apply fair and lawful human resource policies and practices in all aspects of employment including recruiting, hiring, evaluation, training, discipline, career development, compensation, promotion and termination. While we recognize and respect cultural differences, Foot Locker believes that its Business Partners should not engage in discrimination based on race, color, religion, gender, age, sexual orientation, national origin, disability or other factors that are unrelated to our legitimate business interests.
- Provide a safe and healthy work environment and fully comply with all applicable safety and health laws, regulations, and practices.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor, prison labor by a Foot Locker Business Partner is prohibited. Workers should not be required to submit a “deposit” or their identity papers with the Business Partner and should be free to leave their employer after reasonable notice without penalty.
- Comply with all local minimum working age laws and requirements and shall not utilize child labor. Employees shall not be under the legal minimum working age of the respective country or region or less than 15 years of age, whichever is higher.
- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited.
- Pay wages that, at the very least, comply with legally mandated minimum standards and under humane conditions.

- Not require workers to work more than the maximum hours of daily labor set by local laws; ensure that overtime is voluntary and paid in accordance with local laws and regulations.
- Maintain employee records in accordance with applicable laws and regulations.

COMPLIANCE WITH THIS CODE

Foot Locker maintains a “zero-policy” tolerance with regard to bribery and corruption matters, and we expect our Business Partners to adhere to the policies contained in this Code. Foot Locker may, from time to time, make reasonable requests to conduct an audit or review of our Business Partners’ compliance with our Code.

It is the responsibility of the Foot Locker Business Partners to ensure that their employees and other representatives understand and comply with the Foot Locker, Inc. Code of Business Conduct for Business Partners and to inform Foot Locker if any situation develops that causes it to violate this Code of Business Conduct. Foot Locker Business Partners are expected to self-monitor their compliance with this Code of Business Conduct. In addition to any other rights that Foot Locker may have, Foot Locker may terminate its relationship with the Business Partner if the Business Partner or its employees or other representatives behave in a manner that is unlawful or in violation of this Code of Business Conduct.

REPORTING

If you wish to report questionable behavior or a possible violation of this Code of Business Conduct, you may use the following resources:

➤ ***Code of Business Conduct Hotline***

You may call the Code of Business Conduct Hotline at **1-866-839-5112**. This telephone number may be dialed toll-free in the United States and Canada. For international toll-free access codes, please go to <http://footlocker.phone.ethicspoint.com>. The hotline is available 24 hours a day, 7 days a week. You may also contact the hotline via the Internet at <http://footlocker.ethicspoint.com>.

➤ ***The General Counsel***

You may contact Gary M. Bahler, the General Counsel, using the following methods:

- *Mail Address:*
112 West 34th Street,
New York, New York 10120
(212-720-3890)
e-mail: gbahler@footlocker.com

You may contact the Legal Department at Foot Locker Europe using the following methods:

- *Mail Address:*
Ir. D.S. Tuinjmaweg 3-5
Vianen, The Netherlands
4131 PN
(+31 3473 23337)
e-mail: legal_europe@footlocker.com

➤ ***The Chief Financial Officer/Chief Accounting Officer***

You may contact Lauren Peters, the Chief Financial Officer, or Giovanna Cipriano, the Chief Accounting Officer, in the New York Office for questions regarding internal financial reporting procedures using the following methods:

- *Mail Address:*
112 West 34th Street,
New York, New York 10120
- *Telephone:* Lauren Peters (212-720-3969); Giovanna Cipriano (212-720-3896)
- *e-mail:* lpeters@footlocker.com; gcipriano@footlocker.com