

# FOOT LOCKER, INC.

## FINANCE AND STRATEGIC PLANNING COMMITTEE CHARTER

### **Purpose and Authority of Committee**

The purpose of the Finance and Strategic Planning Committee is to (i) review the overall strategic and financial plans of the Company, including capital expenditure plans, (ii) consider proposed debt or equity issues of the Company, (iii) review acquisition and divestiture proposals, and (iv) review reports from the Retirement Plan Committee with regard to the asset allocation and investment performance of the pension funds of the Company.

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 of Directors under the provisions of the By-laws. Members shall serve at the pleasure of the Board.

### **Meetings**

The Committee shall meet as determined from time to time by the Board of Directors or as may be called by direction of the Chair of the Committee after consultation with the Chief Executive Officer (the "CEO"). The Committee Chair shall report to the Board of Directors on the results of each committee meeting.

### **Goals and Responsibilities**

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

#### ***Financial and Strategic Plans***

- Review the Company's financial plans and objectives.
- Review and make recommendations to the Board of Directors with regard to the Company's annual operating budget and three-year plans.
- Review the Company's allocation of capital, annual capital budget, and policies related to capital expenditures.
- Periodically review the Company's uses of cash, including capital expenditures, stock and bond repurchases, and dividend payments and, if appropriate, make recommendations to the Board of Directors with respect thereto.
- Periodically review the Company's cash requirements and sources of cash, including debt or equity issuances, revolving credit facilities, or other debt

instruments or facilities, and, if appropriate, make recommendations to the Board of Directors with respect thereto.

- Periodically review the Company's insurance and self-insurance reserves.
- Periodically review the Company's derivatives policy and its use of derivatives.
- Review proposed mergers, combinations, acquisitions, offers to purchase the Company's shares or significant assets, divestitures and strategic investments and, where appropriate, make recommendations to the full Board with respect to such matters.

#### ***Retirement Plan Committee Reporting***

- Review reports from the Retirement Plan Committee of the Board of Directors with regard to the asset allocation and investment performance of the pension funds of the Company.

#### ***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 Finance and Strategic Planning Committee's purpose and authority as the Board may from time to time determine.
- Periodically review this charter and make recommendations to the Board of Directors 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 Chairman of the Board, 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 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, 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 Governance Committee if the Committee decides to retain the services of outside counsel or consultants.

*Adopted November 19, 2003*