

# 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, and investment in, technology and digital engagement in support of the Company’s business strategy and objectives. The Committee is also responsible for overseeing management’s oversight of technology, security, data, and privacy risks. 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 Committee shall also have the authority to form subcommittees of not less than two members and to delegate to such committees such tasks and responsibilities as it deems appropriate, in each case, not inconsistent with applicable law and regulations.

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 Bylaws.

### MEMBERSHIP

The Committee shall consist of at least three directors appointed by the Board to serve at the pleasure of the Board in accordance with the Bylaws. The Chair and other members of the Committee shall be appointed and may be removed by the Board based upon the recommendation of the Nominating and Corporate Responsibility Committee.

### MEETINGS

The Committee shall meet as often as it determines necessary to carry out its duties, but no less than twice annually.

The Committee Chair will preside at each meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, generally at the next regularly scheduled Board meeting following a Committee meeting.

### POWERS, DUTIES, AND RESPONSIBILITIES

The Committee’s powers, duties, and responsibilities shall be as follows:

## ***Strategy***

1. 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.
2. Assess whether the Company's GTS strategy and plan aligns to its GTS risk appetite metrics, GTS risk governance framework capabilities, GTS target operating model and the Company's overall business strategy.
3. Assess and provide feedback on innovation and technology trends that may affect the Company's GTS strategic plans.
4. Monitor and oversee the Company's review of future trends in technology that may affect the Company's strategic plans, including overall industry trends and new opportunities and threats occasioned by new technologies, especially disruptive technologies.
5. Review with management, the Company's technology-related performance metrics and achievements.

## ***Risk Management***

1. Oversee, in conjunction with the Audit Committee, the GTS Enterprise Risk Management framework and policy, and coordinate with the Audit Committee regarding audit findings, risk management and as otherwise necessary.
2. Communicate regularly with senior management and outside experts on technology, security, data, and privacy risks and risk oversight.
3. Review with management the Company's technology-related policies and guidelines, including policies and guidelines addressing data privacy and the Company's creation, collection, storage, use, transmission, and disposal of data.
4. Review cybersecurity risks, incidents, the adequacy and effectiveness of the Company's information and cyber security policies and the internal controls regarding information and cyber security and any other risks and incidents relevant to the Company's information system controls and security.

## ***Enterprise Resource Planning***

1. 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.

2. Review information concerning the Company's significant enterprise technology infrastructure and operations.

### ***Information Security Program***

1. 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***

1. Review delivery of data and analytics capabilities, and initiatives that leverage these capabilities, for serving customer and business needs.

### ***Digital Engagement***

1. Review the Company's strategy, development, and operations regarding interacting digitally with customers and using technology to appropriately reach and serve customers.
2. 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***

1. Review and oversee relevant environmental, social, and governance ("ESG") issues related to its oversight of the Company's utilization of technology and digital engagement in support of the Company's business strategy and objectives and coordinate as necessary with the other Board committees regarding ESG matters related to each Board committee's areas of responsibility including to ensure that the Company's ESG disclosures comply with applicable laws and regulations.

### ***General***

1. Conduct an annual self-assessment of the performance of the Committee, in coordination with the Nominating and Corporate Responsibility Committee.
2. Annually review this Charter and make recommendations to the Board with regard to any changes to the Charter that the Committee deems appropriate.
3. Perform any other activities consistent with this Charter, the Company's Bylaws, and applicable law as the Committee or the Board deems necessary or appropriate.

## **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.

## **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, 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.

*August 20, 2024*