

FOOT LOCKER, INC.

2012 ANNUAL REPORT

BUILDING MOMENTUM




Foot Locker
ATHLETIC CONNOISSEUR
"SNEAKER CENTRAL"
footlocker.com

ABOUT THE COMPANY

Foot Locker, Inc. (NYSE: FL) is a leading global retailer of athletically inspired shoes and apparel. Headquartered in New York City, the Company operates 3,335 athletic retail stores in 23 countries in North America, Europe, Australia, and New Zealand under the brand names Foot Locker, Lady Foot Locker, Kids Foot Locker, Footaction, Champs Sports, SIX:02, and The Locker Room.

The Company also operates a direct-to-customers business offering athletic footwear, apparel, and equipment through its internet, mobile, and catalog channels. In addition to websites for each of the store banners, such as footlocker.com, the direct-to-customer business includes Eastbay, a leading destination for the serious athlete, and CCS, a leading destination for the board-inspired lifestyle enthusiast.

FINANCIAL HIGHLIGHTS*

	2008	2009	2010	2011	2012
Sales**	\$ 5,237	\$ 4,854	\$ 5,049	\$ 5,623	\$ 6,101
Sales per Gross Square Foot	\$ 350	\$ 333	\$ 360	\$ 406	\$ 443
Adjusted Financial Results:					
Earnings Before Interest and Taxes**	\$ 164	\$ 138	\$ 274	\$ 446	\$ 602
EBIT Margin	3.1%	2.8%	5.4%	7.9%	9.9%
Net Income**	\$ 106	\$ 85	\$ 173	\$ 281	\$ 380
Net Income Margin	2.0%	1.8%	3.4%	5.0%	6.2%
Diluted EPS from Continuing Operations	\$ 0.68	\$ 0.54	\$ 1.10	\$ 1.82	\$ 2.47
Return on Invested Capital	5.4%	5.3%	8.3%	11.8%	14.2%
Cash, Cash Equivalents and Short-Term Investment Position, Net of Debt**	\$ 266	\$ 451	\$ 559	\$ 716	\$ 795

* Results in this table and throughout pages 1 through 15 refer to non-GAAP, adjusted figures.

See pages 15-17 of Form 10-K for the reconciliation of GAAP to non-GAAP adjusted results.

** In Millions

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Lady Foot Locker

ACTIVE WOMEN
"THE PLACE FOR HER"
ladyfootlocker.com



kids Foot Locker

KIDS PLAY FOR SPORT
"WHERE KIDS COME FIRST"
kidsfootlocker.com



FOOTACTION
USA

STYLE ENTHUSIAST
"HEAD-TO-TOE SPORT-INSPIRED STYLE"
footaction.com



CHAMPS
SPORTS

WE KNOW GAME.
THE HIGH SCHOOL ATHLETE
"WE KNOW GAME"
champssports.com



Eastbay

ELITE VARSITY ATHLETE
"FIRST CHOICE FOR ATHLETES"
eastbay.com



[ccs]

BOARD INSPIRED LIFESTYLE ENTHUSIAST
"WE ARE BOARD CULTURE"
ccs.com

This report contains 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 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 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 mix and retail locations, the Company's reliance on a few key vendors for a majority of its merchandise purchases (including a significant portion from one key vendor), pandemics and similar major health concerns, unseasonable weather, further deterioration of global financial markets, economic conditions worldwide, further 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. 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.

“With the momentum we built from executing our strategic initiatives, the team at Foot Locker, Inc. was able to drive our sales and profits substantially higher than last year’s record results.”



LETTER TO SHAREHOLDERS

BUILDING MOMENTUM

In my letter to you in last year’s annual report, I highlighted six updated strategies that we believed would enable Foot Locker, Inc. to continue to build momentum in our operational and financial performance. One year later, I am pleased to be able to report to you that, by steadfastly executing the initiatives underlying those strategies, we did build our momentum in 2012. From 2011, which was the most profitable year in our history as an athletic footwear and apparel company, we produced an EPS increase of over 35 percent in 2012. In fact, as shown in the table below, we continue to produce significant gains towards all of the key financial objectives we established last year to help measure our progress. Our progress and results have been consistently strong and, while we are excited about our momentum, more importantly, we remain energized by the many opportunities ahead of us to elevate our performance even further towards achieving our vision --- **to be the leading global retailer of athletically inspired shoes and apparel.**

	Original 5-Year Plan		Current Long-Term	
	2009	Objective*	2012	Objective
Sales (billions)	\$4.9	\$6.0	\$6.1	\$7.5
Sales per Gross Square Foot	\$333	\$400	\$443	\$500
Adjusted EBIT Margin	2.8%	8.0%	9.9%	11.0%
Adjusted Net Income Margin	1.8%	5.0%	6.2%	7.0%
Return on Invested Capital	5.3%	10.0%	14.2%	14.0%

*Our original objectives were established in early 2010 and replaced by the current long-term objectives in early 2012.

2012 FINANCIAL HIGHLIGHTS

Foot Locker, Inc. earned net income of \$380 million in 2012, which is an increase of 35 percent over last year’s record-setting performance. Earnings per share increased from \$1.82 to \$2.47. Illustrating our consistency, comparable store sales increased 9.4 percent in 2012, in line with last year’s 9.8 percent gain. Total sales have increased more than 20 percent over the last two years, and reached \$6.1 billion in 2012, the most ever in our history as an athletic company.



Top line growth was driven by strong gains in each of our major merchandise categories: footwear, apparel, and accessories. Basketball footwear, in which Foot Locker, Inc. enjoys a leadership position, was the clear winner with our customers, but we produced gains in running and classic footwear styles, as well. The enhanced focus we have placed on apparel and accessories continued to produce excellent results, with sales growth well over 10 percent. Graphic t-shirts, hoodies, and shorts --- along with items such as performance socks and headwear --- completed the athletically inspired outfit that our customer came into our stores or visited our websites to find.

The Company’s gross margin rate of 32.8 percent in 2012, was up from 31.9 percent in the prior year, and our selling, general, and administrative expenses were lowered to a rate of 20.9 percent from last year’s 22.1 percent. Both of these improvements represent our best performance ever and reflect a combination of more productive stores in terms of sales and a disciplined approach to managing our expenses.

In the United States, we have significantly improved the productivity of our three primary male-oriented store chains: Foot Locker, Champs Sports, and Footaction. At the same time, we are testing exciting new assortments and store





designs for our female-oriented banners: Lady Foot Locker and our newest concept, SIX:02, which targets the athletic performance-oriented woman in her 20s and 30s. We have also positioned ourselves to be the leader in children's athletic shoes and apparel by updating our Kids Foot Locker stores and assortment, as well as building our children's business in each of our other banners.

Meanwhile, our European business remained solidly profitable despite the challenging economic climate our customers there face. We continue to invest thoughtfully in store and online growth in Europe, where we already operate in 19 countries, as we look to solidify our position as the leading pan-European retailer of athletic footwear and apparel.

Our direct-to-customers segment attained the highest level of sales and profitability in its history. This business includes the industry-leading Eastbay brand, our fast-growing store banner websites such as footlocker.com, and CCS, where we are intensifying our focus online. We are building on our already strong digital performance with great product, excellent service, and engaging content and features for our customers.

Overall, our return on invested capital rose to 14.2 percent, a clear indication that the strategic initiatives we have taken, and the investments we are making, are creating significant value for you, our shareholders.

OUR STRATEGIES: NOW AND FOR THE FUTURE

The six primary strategies that we introduced in 2010 and updated last year have enabled us to build momentum in our current financial and operational performance, while also leading us to find new opportunities to improve our business further in the future. As a reminder, these strategies are:

- create a clear customer focus, to drive performance in our core athletic banners
- make our stores and internet sites more exciting, relevant places to shop and buy
- deliver exceptional growth in high-potential business segments
- aggressively pursue brand expansion opportunities

- increase the productivity of all of our assets
- build on our industry leading retail team

The pages that follow will highlight many of our key accomplishments in the first year executing these strategies, as well as look ahead to some of the specific opportunities we expect to invest in during 2013 and beyond.

FINANCIAL STRENGTH

The financial strength of our Company has enabled us to create and execute a balanced approach to building shareholder value. Our first priority is to invest directly into our business, taking advantage of the significant opportunities we have identified to elevate our performance over both the short and long term. Our capital expenditure program in 2012 was \$163 million, and we plan to substantially increase the program in 2013, to approximately \$220 million.

We continue to invest in many parts of our business, including: new and innovative store formats; systems for our buyers, planners, and store associates to improve productivity; enhanced training for store associates; powerful marketing campaigns; robust capabilities for our digital segment; and various technologies to improve our customers' experience.



As a result of all these initiatives, we have driven increased traffic to our stores and internet sites, maintained consistent conversion rates, and increased sales per gross square foot and sales per payroll hour significantly.

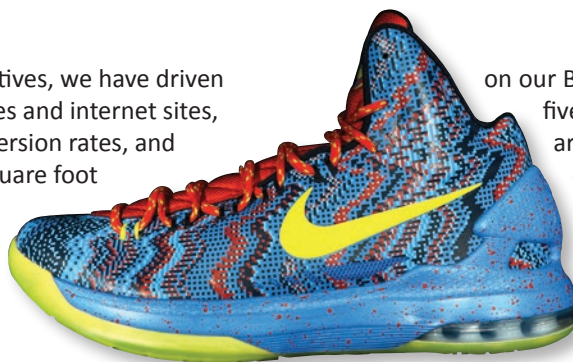
In addition to deploying capital to build our business in the future, we are also very active in returning cash directly to our shareholders. In February, 2013 we announced an 11 percent increase in our common stock dividend payable in the first quarter of fiscal 2013. This increase, to 20 cents, marks the third year in a row with an increase in the 10 percent range. We also announced a new three-year \$600 million share repurchase program this February, having repurchased \$129 million of common stock in 2012.

Finally, we contributed \$26 million to our North American pension plans during the past year, ensuring that they remain well-funded within applicable guidelines and regulations.

LOOKING AHEAD

Despite the challenges that still shadow the economies in the United States and abroad, we are optimistic about the opportunities that lie ahead for our business. Our entire team of associates has done an excellent job delivering the record financial results I detailed at the beginning of this letter. I want to thank each and every one of them for their dedication and service, which propelled Foot Locker, Inc. to achieve more success than ever before. To elevate our performance even more, and be a consistent top quartile performer in the retail industry, will require sustaining the momentum we have built in many areas and taking advantage of our significant opportunities to accelerate it even further. I strongly believe that we have the right team to aggressively move our company ahead for the future.

We have been ably guided towards this goal by our outstanding Board of Directors. We have three directors retiring this spring, including James Preston, who has served



on our Board for 30 years and was lead director for five years. Allen Questrom and David Schwartz are also retiring from our Board. I want to express my deep gratitude to each of them for their strong leadership and counsel to Foot Locker, Inc. The Executive Committee and I will miss their support. However, at the same time, we welcome Maxine Clark to our Board. Maxine has a tremendous record of innovation in leading global retail

businesses, and we look forward to her experience and insights in the coming years.

Guided by our core values, the team we have at Foot Locker, Inc. is exceptional in its focus on executing our key strategies. The focus of our associates on serving our customers is as clear to me when I travel to a store location in Poland or Australia as it is when I walk down to the store below my office at lunch time. Our dedication to service and teamwork is consistent whether I am visiting a financial services center, a distribution warehouse, or a division headquarters. Our passion for excellence is recognized by our key partners, including our world-class suppliers, landlords, and others with whom we work closely to deliver great store formats, exciting marketing campaigns, and most importantly, terrific footwear and apparel assortments that our customers really want.

Our success is ultimately realized by you, our shareholders, many of whom I have gotten to know over the last few years. It is gratifying to partner with so many of you who believe in our team, our values, our strategies, and the direction we are headed. We appreciate your support as we work to achieve our vision of becoming the leading global retailer of athletically inspired shoes and apparel.

Ken C. Hicks
Chairman of the Board,
President and Chief Executive Officer



“We intend to continue building on our momentum in order to achieve the financial goals we updated last year as part of our long-range plan.”

FOOT LOCKER, INC.

OUR VISION

To be the leading global retailer of athletically inspired shoes and apparel.

CORE VALUES

INTEGRITY

act honestly, ethically and honorably

LEADERSHIP

respect, inspire, develop and empower

EXCELLENCE

strive to be the best in everything we do

SERVICE

satisfy our customers every time

TEAM WORK

collaborate, trust, support, commit

INNOVATION

be a student of the business to initiate and foster new ideas

COMMUNITY

embrace diversity; act responsibly for our customers, associates, investors and communities

EXECUTE STRATEGIES

- create a clear customer focus to drive performance in our core athletic banners
- make our stores and internet sites more exciting, relevant places to shop and buy
- deliver exceptional growth in high-potential business segments
- aggressively pursue brand expansion opportunities
- increase the productivity of all of our assets
- build on our industry leading retail team

ACHIEVE RESULTS

BE A TOP QUARTILE PERFORMER

Sales

\$7.5 billion

Sales per Gross Square Foot

\$500

Earnings Before Interest and Taxes

11%

Net Income

7%

Return on Invested Capital

14%

Inventory Turnover

3+ times



footlocker.com

ATHLETIC CONNOISSEUR
"SNEAKER CENTRAL"

Lady Foot Locker

ladyfootlocker.com

ACTIVE WOMEN
"THE PLACE FOR HER"

Kids Foot Locker

kidsfootlocker.com

KIDS PLAY FOR SPORT
"WHERE KIDS COME FIRST"

FOOTACTION

footaction.com

STYLE ENTHUSIAST
"HEAD-TO-TOE SPORT INSPIRED STYLE"



champsports.com

THE HIGH SCHOOL ATHLETE
"WE KNOW GAME"



eastbay.com

ELITE VARSITY ATHLETE
"FIRST CHOICE FOR ATHLETES"



ccs.com

BOARD INSPIRED LIFESTYLE ENTHUSIAST
"WE ARE BOARD CULTURE"



CLEAR CUSTOMER FOCUS

Create a Clear Customer Focus, to Drive Performance in Our Core Athletic Banners

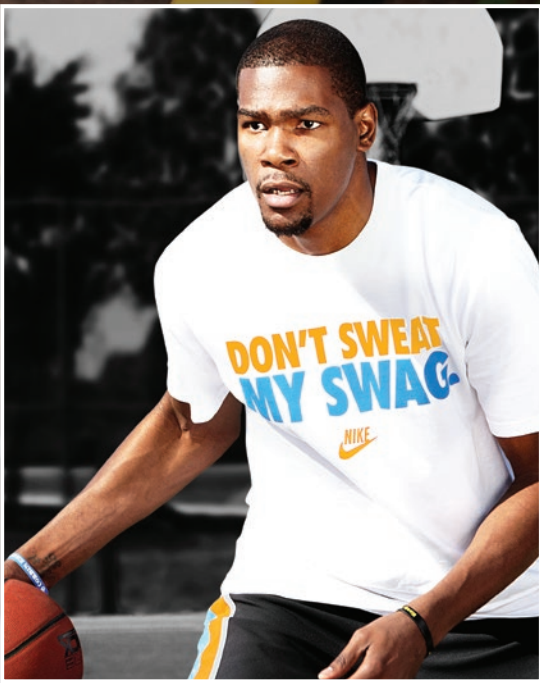
- Amplify our brand banners, to be the leader in each of our segments
- Become a power player in each of our product categories
- Build a highly compelling, locally relevant assortment
- Target customers with innovative, 360 degree marketing, across all our customer touch points

We have developed strong, targeted product assortments for each of our banners and, in fact, each store. We are able to do this because we have a clear focus on who the key customers are for each of our banners, what motivates and inspires them, and how they like to shop. We have also built a comprehensive database of localized purchase patterns that helps inform our planners and buyers as they work with our terrific brand partners in creating our merchandise offerings.

One thing we know excites all of our customers is product innovation and freshness. The dramatic growth of lightweight running that started a few years ago is still trending up for us, and 2012 saw sales of basketball product, where we are the clear

industry leader, accelerate. Head-to-toe basketball hook-ups --- sneakers, performance socks, shorts, t-shirts, and hats --- were exceptionally popular all year. Our collections were supported by established and emerging star players, as well as the introduction of new colors, silhouettes, fabrication, and design.

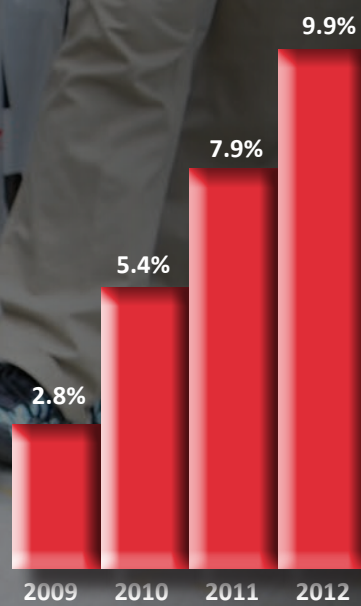
We stepped up our own game, as well, creating powerful marketing campaigns featuring these star athletes --- campaigns that told our own brand stories. For example, the “We Know Game” program at Champs Sports and the “Foot Locker: Approved” campaign led to increased traffic in our stores and on our websites, solid conversion rates, and strong sales gains.



SALES (IN MILLIONS)



EBIT MARGIN





"TODAY I WILL DO WHAT OTHERS WON'T, SO TOMORROW
I CAN ACCOMPLISH WHAT OTHERS CAN'T." - JERRY RICE

EXCITING PLACES TO SHOP

Make Our Stores and Internet Sites Exciting, Relevant Places to Shop and Buy

- Tell powerful product stories and clearly communicate to the customer across channels
- Create dynamic, productive, engaging store environments
- Implement programs to improve customer service and sales productivity
- Increase customer engagement, with compelling digital and store customer experiences

Over the last few years, we have delivered increasingly compelling product stories, which we feature consistently across all points of contact with our customers --- in our stores, on our various websites, in social and traditional media --- by focusing on the product and effectively using visual displays. In many of our stores, we have moved some

of the shoes from the walls and placed them in the center of the floor in order to more fully integrate our apparel and accessory assortments with the footwear. This has led to higher and more consistent productivity throughout our stores.

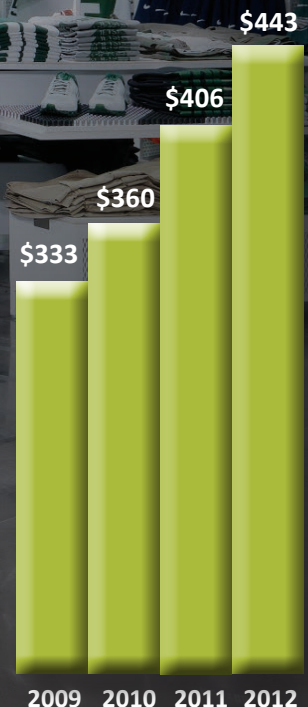
In 2013, we intend to significantly expand the number of stores that we remodel to incorporate the various features that are driving these productivity gains. Champs Sports is leading the way in rolling out its exciting new store format, and Foot Locker, Kids Foot Locker, and Lady Foot Locker are also using new formats. In addition to the store layouts themselves, we are investing in our people to empower them to focus above all else on successful customer engagement.

NIKE YARDLINE

AT CHAMPS SPORTS



SALES PER SQUARE FOOT



We are also investing significant resources into our digital channels. We have improved navigation, shipping processes, call center responsiveness, and customer engagement. Eastbay's Athlete Resource Center is an excellent example of how we are creating strong connections with our customers as we engage them before they even go shopping.

These efforts are among the many that led to Foot Locker, Inc. being honored in 2012 as the Athletic Retailer of the Year by Footwear News.



HIGH-POTENTIAL BUSINESS SEGMENTS

Deliver Exceptional Growth in High-Potential Business Segments

- Develop a leadership position in the athletic apparel business
- Expand Kids' to constitute a more significant role in all of our businesses
- Expand Women's to constitute a more significant role in all of our businesses
- Build a meaningful Team Services and Sales business

Although we are a footwear company first, we experienced tremendous success in 2012 by sharpening our focus on apparel in all of our banners. In fact, we drove double digit percentage sales gains in both apparel and accessories. Having the right apparel mix by banner is a key tool to strengthen our already powerful connection with our customers. One of the biggest areas of success in 2012 was our Team Edition Apparel t-shirt program. Partnering with our major brand vendors, we sold over 4.6 million Team Edition t-shirts in 2012.

Our brand partners are excited to work with us as we elevate our apparel business even further. We have

the opportunity to be a leader in branded athletic apparel, augmenting our already leading position in athletic footwear. Our profit margins are already strong in both footwear and apparel, and as we position our apparel assortments by banner even more effectively --- including private label apparel in targeted product segments --- we expect to lift apparel margins even higher than footwear margins.

Of all our categories, our kids' business increased the most in 2012, up almost 20% across Kids Foot Locker and the other banners which sell kids' product. We have created a more kid-centric environment, with fun features such as the NBA Zone where kids can measure their footprint against those of their player heroes. We intend to follow up on our success by

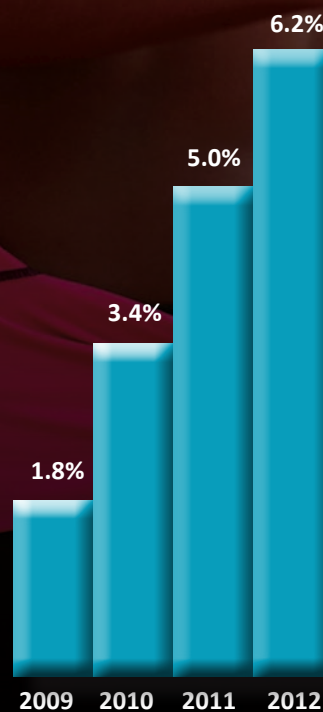
expanding and diversifying our children's assortments of both footwear and apparel in our existing stores in all of our markets.



We are in the process of transforming our women's business, where it is especially important to focus on the apparel assortment. We are facilitating this approach by testing a significantly upgraded store layout with a stronger presentation of apparel on the walls, with footwear nearby to tell compelling color and performance stories. The targeted customer in these stores is the athletically active, performance-oriented woman in her 20s and 30s.

In 2012, we also introduced our newest banner, SIX:02. SIX:02's unique design is the first to offer women a broad choice of athletic brands in an environment created especially for her. The stores feature dedicated fit zones and fitting lounge areas for her to find the perfect workout pants, sports bras, tops, and athletic footwear for her body type, activity, and style. A well-trained team provides tips on how to coordinate the right outfits for her specific activity, always with an eye for the right fit and style.

NET INCOME MARGIN





BRAND EXPANSION

Aggressively Pursue Brand Expansion Opportunities

- Drive Digital sales and marketing for all brick-and-mortar banners and Eastbay
- Expand our presence in Europe
- Invest strategically in new country opportunities
- Grow potentially significant businesses, such as House of Hoops and CCS
- Innovate by testing new formats and merchandise ideas

Our store banner.com sites have the fastest sales momentum of any part of our business, up almost 50 percent in 2012. Our coordination efforts between our digital and store organizations --- marketing, product coordination and alignment, and visual presentation --- is better than ever, and we continue to enhance all of our websites and customer engagement tools. We also continue to add features, such as buy online, reserve in store, to achieve

a seamless cross channel experience for our customers. Meanwhile, we continue to drive the industry-leading Eastbay brand, the biggest component of our direct-to-customers segment, to record levels of sales and profits.

We added 44 new stores in Europe during 2012 as we continue to solidify our pan-European leadership position. We expanded our e-commerce sites to a total of 8 countries, and we also continue to test additional formats in Europe, including Kids Foot Locker and The Locker Room.

We are partnering with major brands to expand or test shop-in-shop concepts. Having opened our very first House of Hoops store in Harlem in 2007, we now have 71 House of Hoops stores, mostly within or adjacent to existing stores.

Our first Nike Yardline in Champs Sports was unveiled during 2012, and we opened the first test of an adidas Collective Shop in Footaction prior to the 2013 NBA All-Star game.





SIX:02

YOUR TIME

SIX:02

SIX:02

HOTTEST EVENT OF THE YEAR

GREEN WITH STYLE
#APPROVED

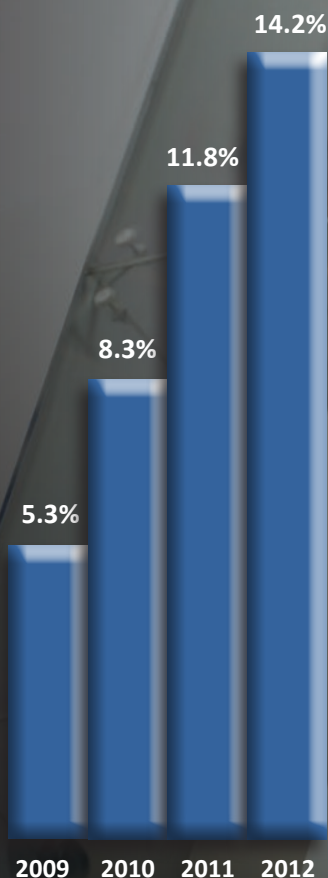
JORDAN LEGENDARY LOOKS

FREE SHIPPING
NEW ARRIVALS

Where ATHLETES ARE FOUR

Eastbay

ROIC



PRODUCTIVE ASSETS

Increase the Productivity of All of Our Assets

- Drive space planning and performance
- Increase selling staff productivity and service
- Improve our inventory turns and merchandise flow
- Further increase ROIC
- Invest in technology upgrades to increase our effectiveness

We achieved strong productivity improvements in most areas of the business in 2012. First, we significantly improved our return on invested capital (ROIC) to 14.2 percent, a record for us as an athletic company. This breakthrough performance was achieved through a disciplined approach to capital spending, under which we first develop prototypes, then initiate and monitor tests, and then finally concentrate our resources on the projects with the highest proven potential to produce strong expected returns.

Second, we continue to invest in tools to better measure and improve the effectiveness of all of our assets. These tools include a consolidated customer database, traffic counters, and systems to improve workforce management, planning and allocation, business intelligence, and warehouse management. All of these investments help us to deliver the right product to the right stores at the right time in the right quantities in the right sizes, and our success can be seen in our \$443 of sales per square foot in 2012. This is up 33 percent from 2009.

Third, we constantly monitor performance against our goals, and rigorously manage expenses. As a result, we have also reduced our selling, general, and administrative expense rate to 20.9 percent of sales.

We intend to continue investing in our stores, internet and mobile sites, marketing programs, and our people --- through new technology and training --- to drive sales and even higher returns on our invested capital.



INDUSTRY LEADING TEAM

Build on Our Industry Leading Retail Team

- Attract, develop, and retain the best people in retail
- Cultivate a more sales-oriented and customer-centric culture and skill set
- Increase diversity at all levels, to better reflect our customer base
- Recognize and reinforce associate behaviors that support our core values

The success we have had in the last few years is due almost entirely to our industry leading retail team. From our Executive Committee that sets the tone and the strategy, to the buyers who pick the best product, to the allocators who make sure it gets sent to the right store in the right quantity and size at the right time, to the website engineers

who ensure great digital content and functionality, to the marketing teams who help create the buzz about the product, to the warehouse associates who make sure it is shipped efficiently, and finally, of course, to the thousands of associates in our store organizations who engage with customers and convert them to buyers --- all of them made essential contributions every day to produce our record results in 2012.

We will continue to invest in our associates to improve their skills and give them industry-leading tools so that they can continue to support our drive to achieve our Company's vision.



COMMUNITY

The Foundation of Our Core Values

Foot Locker, Inc. has long been recognized as a major supporter of the communities and customers we serve; however, what is less well known is that we have a veritable army of associates spread across the globe who individually and often collectively volunteer their personal time and resources to support a widely diverse set of community efforts, including: local after-school programs, the Special Olympics, coaching youth teams, Habitat For Humanity, The Salvation Army, Ronald McDonald House, Make-A-Wish Foundation, AIDS Walk NYC, and many, many others in all of our markets. Our Company supports these initiatives in a variety of ways, including by providing our associates a Community Personal Day, which gives each associate an additional opportunity to serve the causes that they care most deeply about.

In addition to these everyday efforts, our associates also rise to the challenge whenever major disruptive events occur. The biggest such event of 2012 was, of course, Hurricane Sandy. Our associates banded together, often with other organizations, to create powerful teams to fill emergency needs: for generous donations of money, clothes, footwear, food, and water; for transportation; for manpower to help repair or rebuild a home; or simply for a shoulder to lean on.

Our Company also sprung quickly to action in the wake of Sandy, as the Foot Locker Foundation implemented an Associate Disaster Relief Fund to provide assistance to our own associates, many of whom were personally impacted

by the storm. The Foot Locker Foundation also made major contributions of money and shoes to various organizations, including the American Red Cross, and coordinated a blood drive to help address the blood shortage emergency that resulted from the storm.

Throughout the entire year, our Company continued to dedicate significant resources to the key causes, such as education and youth sports, that connect so closely with our customers, associates, suppliers, and shareholders. Our annual "On Our Feet" event has raised millions of dollars for the United Negro College Fund over the past decade supporting approximately 600 college scholarships for deserving youth. The Foot Locker Foundation marked the second year of its Foot Locker Scholar Athletes program, which provides 20 young students a year with \$20,000 each in scholarship funding for college. This year's 20 winners will join the program's inaugural class of 20 Foot Locker Scholar Athletes, which will total 40 scholarship recipients in its second year. We also contribute financial support and, often equally important, provide countless volunteer hours to other premier charitable organizations, including the American Cancer Society, Fred Jordan Missions, and the Two Ten Footwear Foundation.

We believe it is important for businesses to support the communities they serve. Our focus is primarily to support our customers and the communities in which they live.



FOOT LOCKER, INC.

BOARD OF DIRECTORS

Ken C. Hicks¹

Chairman of the Board,
President and Chief Executive Officer

Maxine Clark⁵

Chief Executive Bear
Build-A-Bear Workshop, Inc.

Nicholas DiPaolo^{1, 2, 5, 6}

Retired Vice Chairman
and Chief Operating Officer
Bernard Chaus, Inc.

Alan D. Feldman^{1, 3, 5}

Retired Chairman of the Board,
President and Chief Executive Officer
Midas, Inc.

Jarobin Gilbert Jr.^{2, 4}

President and Chief Executive Officer
DBSS Group, Inc.

Guillermo G. Marmol^{1, 2, 5}

President
Marmol & Associates

Matthew M. McKenna^{2, 5}

President and Chief Executive Officer
Keep America Beautiful, Inc.

James E. Preston^{3, 4}

Retired Chairman of the Board
and Chief Executive Officer
Avon Products, Inc.

Allen Questrom^{3, 4}

Senior Advisor
Lee Equity Partners

David Y. Schwartz^{1, 2, 5}

Independent Business Advisor
and Consultant

Cheryl Nido Turpin^{3, 4}

Retired President and
Chief Executive Officer
The Limited Stores

Dona D. Young^{1, 3, 4}

Retired Chairman of the Board,
President and Chief Executive Officer
The Phoenix Companies, Inc.

- 1 Member of Executive Committee
- 2 Member of Audit Committee
- 3 Member of Compensation and Management Resources Committee
- 4 Member of Nominating and Corporate Governance Committee
- 5 Member of Finance and Strategic Planning Committee
- 6 Lead Director

CORPORATE MANAGEMENT

Ken C. Hicks

Chairman of the Board,
President and Chief Executive Officer

Richard A. Johnson

Executive Vice President and
Chief Operating Officer

Robert W. McHugh

Executive Vice President –
Operations Support

Lauren B. Peters

Executive Vice President and
Chief Financial Officer

Senior Vice Presidents:**Gary M. Bahler**

General Counsel and Secretary

Jeffrey L. Berk

Real Estate

Peter D. Brown

Chief Information Officer

Giovanna Cipriano

Chief Accounting Officer

Laurie J. Petrucci

Human Resources

Vice Presidents:**Tracey E. Abbott**

Strategic Planning

Joseph N. Bongiorno

Logistics

Sheilagh M. Clarke

Associate General Counsel
and Assistant Secretary

John A. Maurer

Treasurer and Investor Relations

Patricia A. Peck

Human Resources

Dennis E. Sheehan

Deputy General Counsel

Bernard F. Steenman

Risk Management

DIVISION MANAGEMENT

Stephen D. Jacobs

President and Chief Executive Officer
Foot Locker/Lady Foot Locker/
Kids Foot Locker/Footaction

Natalie M. Ellis

Vice President, General Manager
Lady Foot Locker

Lewis P. Kimble

President and Chief Executive Officer
Foot Locker Europe

Nicholas Jones

Managing Director
Foot Locker Canada

Bryon W. Milburn

President and Chief Executive Officer
Champs Sports

Phillip G. Laing

Managing Director
Foot Locker Asia/Pacific

Dowe S. Tillema

President and Chief Executive Officer
Footlocker.com/Eastbay/CCS

CORPORATE INFORMATION

Corporate Headquarters

112 West 34th Street
New York, New York 10120
(212) 720-3700

Worldwide Website

Our website at <https://www.footlocker-inc.com> offers information about our Company, as well as online versions of our Form 10-K, SEC reports, quarterly results, press releases, and corporate governance documents.

Transfer Agent and Registrar

Computershare
P.O. Box 43006
Providence, RI 02940-3006
(866) 857-2216
(201) 680-6578 Outside U.S. and Canada
(800) 231-5469 Hearing Impaired -TTY Phone
www.computershare.com/investor
E-mail: shrrelations@cpushareownerservices.com

Send certificates for transfer and address changes to:
Computershare
P.O. Box 43006
Providence, RI 02940-3006
Attn: Receiving

Independent Registered Public Accounting Firm

KPMG LLP
345 Park Avenue
New York, New York 10154
(212) 758-9700

Dividend Reinvestment

Dividends on Foot Locker, Inc. common stock may be reinvested through participation in the Dividend Reinvestment Program. Participating shareowners may also make optional cash purchases of Foot Locker, Inc. common stock. Please contact our Transfer Agent.

Service Marks/Trademarks

Foot Locker, Footaction, Lady Foot Locker, Kids Foot Locker, Champs Sports, footlocker.com, Eastbay, Team Edition, CCS, SIX:02, and Run by Foot Locker service marks and trademarks are owned by Foot Locker, Inc. or its affiliates.

Investor Information

Investor inquiries should be directed to the Investor Relations Department at (212) 720-4600.

Foot Locker, Inc.

112 WEST 34TH STREET
NEW YORK, NEW YORK 10120

BUILDING MOMENTUM

