

**KOHL'S CORPORATION**  
**Charter of the Audit Committee of the Board of Directors**

I. Committee Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Kohl's Corporation (the "Company") to assist the Board in its oversight of: financial accounting and reporting practices of the Company; the quality and integrity of the Company's financial statements; the qualifications and independence of the Company's independent auditors; the performance of the Company's independent auditors and the Company's internal audit function; and the Company's compliance with applicable legal, ethical and regulatory requirements. The Committee shall also prepare the report that the rules of the Securities and Exchange Commission require to be included in the Company's annual proxy statement.

II. Committee Composition and Meetings

- (a) Committee members shall be appointed by the Board, based on the recommendation of the Governance and Nominating Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine;
- (b) The Committee shall consist of the number of Directors fixed by the Board from time to time, but shall at all times consist of not less than three members of the Board;
- (c) Committee members shall meet the requirements with respect to independence and financial literacy requirements set forth in the rules of the New York Stock Exchange as such rules may be amended from time to time. At least one member of the Committee shall have accounting or related financial management experience, as the Board interprets such qualification in its business judgment. The Board may determine that one or more members of the Committee shall be an "audit committee financial expert" as defined by the rules of the Securities and Exchange Commission;
- (d) The Governance and Nominating Committee, in consultation with the Chairman of the Board, shall select a Chair. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership, or those members present, as the case may be;
- (e) The Committee shall meet at least four times annually, or more frequently as circumstances dictate;
- (f) The Committee Chair shall prepare and/or approve an agenda in advance of each meeting;
- (g) The Chair may invite members of management or other Board members, as appropriate, to attend Committee meetings; and
- (h) The Committee Chair shall periodically report on the activities, findings, conclusions and recommendations of the Committee to the Board, including any material issues that arise with respect to the quality or integrity of the Company's financial

statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the company's independent auditors, and the performance of the internal audit function. Minutes of all Committee meetings shall be distributed to all directors for their information.

### III. Authority

The Committee may delegate to its Chair such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the whole Committee or by a subcommittee, which the Committee has the authority to form and delegate to, consisting of one or more Committee members, when appropriate.

In the course of fulfilling its duties, the Committee has authority to retain its own independent legal, accounting and other advisors in its sole discretion, including sole authority to approve the fees and other retention terms of any advisor and to terminate such advisor. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

### IV. Responsibilities And Duties

The Committee's responsibilities and duties shall include the following:

#### (a) Independent Auditors

The Committee shall have the ultimate authority and responsibility to select, retain, evaluate and, where appropriate, replace the independent auditors and recommend to the Board the submission of the selection of independent auditors for ratification by the shareholders in any proxy statement; provided that the Committee may consult with the Company's senior management regarding these matters. With respect to the independent auditors, the Committee shall have the following additional specific responsibilities:

1. Approve all of the terms of engagement of the independent auditors, including the audit services within the scope of the engagement, and the fees to be paid to the independent auditors and review the appointment of and fee arrangements with any other external auditors employed for other specific audit purposes;
2. At least annually, obtain and review a report by the independent auditors describing: (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (c) any steps taken by the independent auditors to address any issues described in subparagraph (b);

3. Receive the written disclosures and confirmation from the independent auditors as may be required from time to time by applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) or other applicable regulatory requirements regarding the independent accountants’ communications with the Audit Committee concerning independence, discuss with the independent auditors the independent auditors’ independence, including actively engaging in a dialog with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and take appropriate action in response to the independent auditors’ report to satisfy itself of the independent auditors’ independence;

4. Periodically evaluate the independent auditors’ qualifications, performance and independence and the experience and qualifications of the senior individuals assigned by the independent auditors to the Company’s account, including the lead partner. This evaluation shall be based on a review of the report and the statement referred to above, as well as other factors deemed appropriate by the Committee. The evaluation shall also take into account the opinion of the Company’s management and internal audit personnel. The Committee shall present the conclusions with respect to this evaluation to the full Board;

5. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and periodically consider whether the Company should regularly rotate its independent auditors; and

6. Initially establish and periodically review hiring policies for employees and former employees of the independent auditors, and periodically review a list of employees and former employees of the independent auditors hired by the Company and the positions for which they were hired.

(b) Review of Quarterly and Annual Financial Statements.

1. Review each year the planned scope of the examination of the Company’s financial statements by the independent auditors;

2. Review with management and the independent auditors the quarterly financial statements to be included in each of the Company’s Quarterly Reports on Form 10-Q and upon completion of their audit, the annual financial statements to be included in the Company’s Annual Report on Form 10-K, passed audit adjustments (as relevant), the quality of the Company’s reported earnings and the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”;

3. Review any disclosures made to the Committee by the Company’s chief executive officer and chief financial officer regarding any significant deficiencies in the design or operation of the Company’s internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data, material weaknesses in the

Company's internal controls and any fraud involving management or other employees who have a significant role in the Company's internal controls;

4. Review and discuss with the independent auditors and management (a) the development, selection, application and disclosure of all critical accounting policies and practices used in the audited financial statements, (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences and (d) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements;

5. Discuss with the independent auditors the matters required to be discussed by PCAOB AS 1301: Communications with Audit Committees, as may be modified or supplemented from time to time;

6. Based on the review and discussions referred to in Sections A.3, B.2 and B.5, make a recommendation to the Board of Directors regarding inclusion of the audited financial statements in the Company's Annual Report on Form 10-K filed each year;

7. Review any recommendations of the independent auditors resulting from the audit and monitor management's response in an effort to ensure that appropriate actions are taken; and

8. Review with the independent auditors any matter of significant disagreement between management and the independent auditors and any other problems or difficulties encountered during the course of the audit and management's response to such disagreements, problems or difficulties. As part of this review, the Committee shall discuss with the independent auditors (a) any difficulties relating to any restrictions on the scope of the independent auditors' activities and (b) any difficulties relating to restrictions on the independent auditors' access to requested information. The Committee may also discuss with the independent auditors (a) any accounting adjustments that were noted or proposed by the independent auditors but that were "passed" by management as immaterial or otherwise, (b) any communications between the individuals assigned by the independent auditors to the Company's account and the independent auditors' national office relating to auditing or accounting issues presented by the engagement, (c) any management letter or internal control letter of a material nature issued or proposed to be issued by the independent auditors to the Company and the Company's response to any such letter, and (d) the responsibilities, budget and staffing of the Company's internal audit function.

(c) Non-Audit Services

Oversee the implementation of and compliance with the Company's policy regarding non-audit services, including (a) ensuring that the Company's chief financial officer submits on a periodic basis to the Committee a reasonably detailed report on the non-audit services provided to the Company by the independent auditors during the period to which the report relates and certifies that no prohibited services were provided to the Company

by the independent auditors during such period, (b) reviewing and pre-approving or disapproving non-audit services requiring the Committee's approval under the policy, and (c) reviewing and assessing the adequacy of the policy on at least an annual basis.

(d) Internal Audit and Accounting

1. Monitor the staffing and competency of the individuals responsible for performing the Company's internal audit function and significant changes in the duties and responsibilities of these individuals;
2. Review the activities and audit plans of the individuals performing the internal audit function for the Company;
3. Meet privately periodically with key individuals responsible for performing the Company's internal audit function to review the adequacy of the Company's internal controls, accounting policies and procedures, the internal audit function, and particular concerns of the Committee or these individuals;
4. Meet privately periodically (but at least annually) with the independent auditors to review the adequacy of the Company's internal controls, accounting policies and procedures, the internal audit function (including responsibilities, budget and staffing), special audit steps adopted in light of material control deficiencies and particular concerns of the Committee or the independent auditors;
5. Meet privately periodically (but at least annually) with management to review the adequacy of the Company's internal controls, accounting policies and procedures, the internal audit function, and particular concerns of the Committee or management; and
6. Review with management the status of tax returns and tax audits.

(e) Risk Assessment and Risk Management

Actively oversee and monitor the Company's enterprise risk management program, including the following activities:

1. Receive a full annual status report on all of the Company's risk management activities;
2. Between annual status reports, participate in regularly scheduled updates from senior management on various elements of material risk and the steps that management has taken to assess, monitor and control such risks;
3. Report to the full Board of Directors following each of the above-referenced management reports and updates; and
4. Provide regular feedback and direction to management with respect to the Company's risk management activities.

(f) Special Investigations

1. Direct any special investigations concerning matters relating to the Company's financial statements, internal controls, compliance with applicable laws or business ethics; and
2. Initially establish and periodically review procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

(g) Other

1. When and as required under the rules of the Securities and Exchange Commission, provide an Audit Committee Report to be included in the Company's annual proxy statement;
2. Periodically discuss with management the types of information to be disclosed in the Company's earnings releases, including the use of non-GAAP financial measures, and the manner in which this information will be presented;
3. Discuss with management and the independent auditors the quarterly and annual reported earnings of the Company prior to the release of this information to the public and discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The Chair of the Committee may represent the entire Committee for the purposes of these discussions and reviews;
4. Periodically discuss with management the types of financial information and earnings guidance to be disclosed to analysts and rating agencies, and the manner in which this information will be presented;
5. Monitor any litigation involving the Company which may have a material financial impact on the Company or relate to matters entrusted to the Committee; and
6. The Committee shall be available at all times to receive reports, suggestions, questions or recommendations relating to the matters for which it has responsibility from the independent auditors, the individuals responsible for the Company's internal audit function, or other management personnel.

V. Annual Evaluation.

1. The Committee will evaluate its performance on an annual basis; and
2. The Committee will review and assess the adequacy of this Charter on at least an annual basis.