

## **KOHL'S CORPORATION**

### **Charter of the Compensation Committee of the Board of Directors**

#### **I. Committee Purpose**

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Kohl's Corporation (the "Company") to discharge the Board's responsibilities related to compensation of the Company's directors and officers, as well as those with respect to the general employee compensation and benefit policies and practices of the Company. The Committee has overall responsibility for evaluating and approving the executive officer benefit, bonus, incentive compensation, equity based or other compensation plans, policies and programs of the Company. The Committee also approves goals for incentive plans, evaluates performance against these goals, and issues the Compensation Committee Report for inclusion in the Company's proxy statements. The Committee regularly and actively reviews and evaluates the Company's executive management succession plans and makes recommendations to the Board with respect to succession planning issues.

#### **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 two members of the Board;
- (c) Committee members shall be members of the Board who satisfy the independence requirements of the New York Stock Exchange and any other standards of independence as may be prescribed for purposes of any federal securities, tax, or other laws relating to the Committee's duties and responsibilities, as any such requirements may from time to time be in effect and applicable to the Company;
- (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 twice 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, and 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, authority and responsibilities as the Committee deems to be appropriate, except such power, authority and responsibilities 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 two or more Committee members, when appropriate.

In the course of fulfilling its duties, the Committee shall have the authority to retain and terminate any compensation consultant or its own independent legal, accounting or other advisors (collectively, “advisors”) in its sole discretion. Before retaining any such advisors, the Committee shall review the independence of such advisors, taking into account all relevant factors, including the factors specified in Securities and Exchange Commission rules and New York Stock Exchange listing standards. The Committee shall be solely responsible for the appointment, compensation and oversight of the work performed by any such advisors. The Company shall provide appropriate funding for the payment of reasonable compensation to any advisors retained by the Committee.

### IV. Committee Responsibilities and Duties

It is the responsibility of the Committee to oversee implementation of the Company’s compensation and benefit programs. The Committee shall have the responsibility and full authority of the Board to act or exercise corporate powers with respect to the following:

- (a) In consultation with senior management, establish the Company’s general compensation philosophies, and oversee the development and implementation of compensation programs;
- (b) Review all material criteria used in evaluating employee performance throughout the organization and in establishing appropriate compensation, retention, incentive, severance, and benefit policies and programs;
- (c) Annually review and approve corporate goals and objectives relevant to the compensation of the Company’s Principal Officers, evaluate these individuals’

performance in light of those goals and objectives, and set their respective compensation levels based on these evaluations. In determining the appropriate compensation levels, the Committee will consider such factors as the Corporation's performance, relative shareholder return, and the compensation paid to similarly situated officers at comparable companies;

- (d) Annually review and approve, for each of the executives officers of the Company: (i) the annual base salary level, (ii) the annual incentive opportunity levels, (iii) the long-term incentive opportunity levels, (iv) employment agreements, (v) any perquisites or other in-kind benefits, and (vi) any other special or supplemental benefits, in each case as, when and if appropriate;
- (e) Establish performance goals and financial hurdles under any executive compensation plans as may exist from time to time and, at the end of each defined performance period, certify the Company's attainment of such pre-established performance goals and financial hurdles;
- (f) Make recommendations to the Board regarding the adoption of new employee benefit plans and the reservation of shares for issuance under all employee benefit plans;
- (g) Supervise the administration of, and make recommendations to the Board with respect to incentive compensation plans and equity based plans;
- (h) Periodically review and assess the Company's general employee compensation and benefit policies and practices;
- (i) Regularly and actively review and evaluate the Company's executive management succession plans and make recommendations to the Board with respect to succession planning issues;
- (j) Review and assesses on a periodic basis the Company's guidelines regarding executive and outside Director stock ownership, and the executives' and Directors' compliance with those guidelines;
- (k) In conjunction with the Committee's advisors, review and assess on a periodic basis outside Director compensation programs, recommending any changes to the Board;
- (l) In conjunction with management and the Committee's advisors, prepare the Compensation Committee Report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement;
- (m) Review and discuss with management the disclosures made in the Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report and proxy statement;

- (n) Review and recommend for approval by the Board the frequency with which the Company will permit shareholders to have an advisory vote on executive compensation (a “say-on-pay”), taking into account the results of prior shareholder votes on the frequency of say-on-pay resolutions;
- (o) Review the results of say-on-pay resolutions, and consider whether to make any adjustments to the Company’s executive compensation policies and practices in response to these results; and
- (p) Any other duties or responsibilities delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

The Committee is further empowered and authorized to administer any other compensation plans, contracts, or other arrangements of the Company, giving consideration to such factors as the Committee shall deem appropriate, but at all times giving consideration to the Company’s financial and social performance.

V. Evaluation

- (a) The Committee will evaluate its performance on an annual basis; and
- (b) The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Last Revised: February 28, 2018