

KOHL'S CORPORATION

Charter of the Governance and Nominating Committee of the Board Of Directors

I. Committee Purpose

The Governance And Nominating Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Kohl's Corporation (the "Company") to: (i) provide assistance to the Board of Directors in the selection of candidates for election and re-election to the Board and its committees, (ii) to advise the Board on corporate governance matters and practices, including developing, recommending, and thereafter periodically reviewing the Corporate Governance Guidelines and principles applicable to the Company, and (iii) coordinate an annual evaluation of the performance of the Board and each of its standing committees.

II. Committee Composition and Meetings

(a) Committee members shall be appointed annually by the Board. 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 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 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 Chairman of the Board shall select a Chair, based on the recommendation of the Governance and Nominating Committee. 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 as often as the Committee or the Committee Chair determines, but not less frequently than annually.

(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.

(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 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 shall have the authority to retain and terminate any search firm or its own independent legal, accounting or other advisors in its sole discretion, including sole authority to approve the fees and other retention terms of any such consultant or advisor.

IV. Responsibilities And Duties

The following activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate:

(a) Directorship Management

In carrying out its responsibilities with respect to directorship management, the Committee shall:

(1) Identify potential candidates for nomination as Directors on an ongoing basis, in such manner as the Committee deems appropriate. Director candidates shall be selected on the basis of the contributions they can make in providing advice and guidance to the Board and management. Selection should be made from individuals whose leadership, effectiveness and social responsibility have been demonstrated or whose specialized training and experience is of value to the Company. The Board is committed to an inclusive Board with a diversity of experience and outlook. Qualified candidates for membership on the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability;

(2) Identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members; and

(3) Review the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition and size of the Board and its committees.

(b) Corporate Governance

In carrying out its responsibilities with respect to corporate governance matters and practices, the Committee shall:

- (1) Initially establish and then periodically review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- (2) Review and assess the Company's compliance with the rules of the NYSE and any other legal or regulatory requirements pertaining to corporate governance as may be in effect and applicable to the Company from time to time;
- (3) Recommend to the Board such changes to the Board's committee structure and committee functions as the Committee deems advisable;
- (4) Recommend to the Board such additional actions related to corporate governance matters, as the Committee may deem necessary or advisable from time to time;
- (5) Review shareholder proposals and proposed responses;
- (6) Oversee the Company's director orientation and continuing education programs; and
- (7) Review and approve or ratify transactions with the Company involving members of the Board or officers of the Company who are subject to Section 16 of the Securities Exchange Act of 1934, as amended, provided however that the Committee need not review transactions or arrangements subject to review by the Compensation Committee. The Company's Related Party Transactions Policy is attached to this charter as Attachment 1.
- (8) Monitor Company associates' compliance with "Kohl's Ethical Standards and Responsibilities" and related policies.

V. Evaluation

- (1) The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and
- (2) The Committee will coordinate an annual evaluation of the performance of the Board of Directors and each of its standing committees. The Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board and its committees, to be discussed with the full Board near or following the end of each fiscal year.

Last Revised: February 25, 2015

Kohl's Corporation
Related Party Transactions Policy

Last Revised: August 10, 2010

Policy

The Board of Directors (the "Board") of Kohl's Corporation ("Kohl's") has declared that all Related Party Transactions, as described below, will be approved or ratified in accordance with this policy by the Board's Governance & Nominating Committee, or such other committee as may be designated by the Board (the "Committee").

Background

Our Code of Ethical Standards and Responsibilities, which applies to all Associates and Directors, provides that any situation that creates or appears to create a conflict of interest between personal interests and the interests of Kohl's must be avoided. Rules of the Securities and Exchange Commission ("SEC") require that certain transactions between an issuer and certain related persons need to be disclosed in our SEC filings. Additionally, Kohl's organizational documents, the rules of the New York Stock Exchange or other applicable rules or laws may require certain transactions between Kohl's and our Directors and officers to be approved by our Board of Directors or a duly authorized committee of the Board. Finally, SEC rules and New York Stock Exchange standards require our Board to assess whether relationships or transactions exist that may impair the independence of our outside Directors. This Policy is intended to provide guidance and direction on Related Party Transactions.

Definitions

A "Related Party Transaction" is any transaction directly or indirectly involving any Related Party that would need to be disclosed under SEC rules. Current rules require disclosure of any transaction involving Kohl's occurring since the beginning of our last fiscal year, or any such currently proposed transaction where the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect material interest. "Related Party Transaction" also includes any material amendment or modification to an existing Related Party Transaction.

"Related Party" means any of the following:

- a Director (which term when used herein includes any Director nominee),
- an executive officer,
- a person known by Kohl's to be the beneficial owner of more than 5% of Kohl's common stock (a "5% stockholder"), or
- a person known by Kohl's to be an immediate family member of any of the foregoing.

"Immediate family member" means a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such Director, executive officer, nominee for Director or beneficial owner, and any person (other than a tenant or employee) sharing the household of such Director, executive officer, nominee for Director or beneficial owner.

Identification of Potential Related Party Transactions

Related Party Transactions may be brought to management's and the Board's attention in a number of ways. Each of our Directors and executive officers is instructed and periodically reminded to inform the Office of the Secretary of any potential Related Party Transactions. In addition, each such Director and executive officer completes a questionnaire on an annual basis designed to elicit information about any potential Related Party Transactions.

Any potential Related Party Transactions that are brought to our attention are analyzed by our Legal Department, in consultation with management and with outside counsel, as appropriate, to determine whether the transaction or relationship does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

Review and Approval of Related Party Transactions

The Committee will be provided with the details of any new or proposed Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, and the benefits to Kohl's and to the relevant Related Party. In determining whether to approve a Related Party Transaction, the Committee may consider, among other factors, the following factors to the extent relevant to the Related Party Transaction:

- whether the terms of the Related Party Transaction are fair to Kohl's and on the same basis as would apply if the transaction did not involve a Related Party;
- whether there are business reasons for Kohl's to enter into the Related Party Transaction;
- whether the Related Party Transaction would impair the independence of an outside Director; and
- whether the Related Party Transaction would present an improper conflict of interests for any Director or executive officer of Kohl's, taking into account the size of the transaction, the overall financial position of the Director, executive officer or Related Party, the direct or indirect nature of the Director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant.

Any member of the Committee who has an interest in the transaction under discussion will abstain from voting on the approval of the Related Party Transaction, but may, if so requested by the Chairperson of the Committee, participate in some or all of the Committee's discussions of the Related Party Transaction. Upon completion of its review of the transaction, the Committee may determine to permit or to prohibit the Related Party Transaction.

A Related Party Transaction entered into without pre-approval of the Committee shall not be deemed to violate this Policy, or be invalid or unenforceable, so long as the transaction is approved by the Committee as promptly as reasonably practical after it is entered into or after it becomes reasonably apparent that the transaction is covered by this policy.

The Committee shall annually (a) review each existing Related Party Transaction that has an amount involved of at least \$120,000, and (b) determine whether it is in the best interests of Kohl's and its shareholders to continue, modify or terminate the transaction or relationship; and (c) re-evaluate whether the Related Party Transaction would impair the independence of an outside Director.