

## **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) In the case of a director nominee to fill a vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve;

(3) 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

(4) 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 Corporation'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; and**
- (6) Oversee the Corporation's director orientation and continuing education programs.**

## **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.**