



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

December 20, 2017

Jason J. Kelroy
Kohl's Corporation
jason.kelroy@kohls.com

Re: Kohl's Corporation

Dear Mr. Kelroy:

This letter is in regard to your correspondence dated December 20, 2017 concerning the shareholder proposal (the "Proposal") submitted to Kohl's Corporation (the "Company") by The Humane Society of the United States (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its December 4, 2017 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

cc: P.J. Smith
The Humane Society of the United States
pjsmith@humanesociety.org



Jason J. Kelroy
(262) 703-1727
Fax: (262) 703-7274
jason.kelroy@kohls.com

December 20, 2017

VIA E-MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F. Street, N.E.
Washington, D.C. 20549

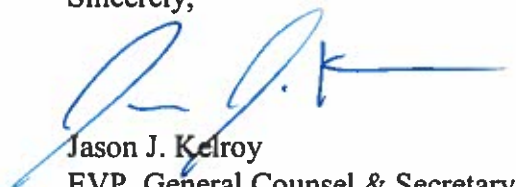
Re: Kohl's Corporation – Withdrawal of Request for No Action Letter regarding the Shareholder Proposal Submitted by The Humane Society of the United States

Ladies and Gentlemen:

The purpose of this letter is to inform you that the The Humane Society of the United States (the "Proponent") has notified Kohl's Corporation ("Kohl's") that the Proponent is withdrawing its shareholder proposal. A copy of the Proponent's e-mail is enclosed. Based on that withdrawal, Kohl's is withdrawing its no-action request submitted on December 4, 2017.

Please call me if you have any questions or require any additional information.

Sincerely,



Jason J. Kelroy
EVP, General Counsel & Secretary

Encls.

cc (via e-mail):

Mr. PJ Smith
Senior Manager, Fashion Policy
The Humane Society of the United States
pjsmith@humanesociety.org



Jason Kelroy <jason.kelroy@kohls.com>

RE: Kohl's Corporation - Omission of Shareholder Proposal Submitted by HSUS

1 message

PJ Smith <pjsmith@humanesociety.org>
To: Jason Kelroy <jason.kelroy@kohls.com>

Tue, Dec 19, 2017 at 11:59 PM

Hi Jason,

Hope you're well. Please allow this e-mail to serve as official notification that HSUS is withdrawing its shareholder proposal.

Thanks and happy holidays!

Best,
PJ

p.s. Did you see Michael Kors and Jimmy Choo went fur last week? Add that to Gucci, Stein Mart, Burlington Coat Factory, VF Corporation and Yoox Net-a-Porter, 2017 has been quite a year for fur-free fashion. 2018 is already looking to be even better. Hope Kohl's is a part of it!

P.J. Smith
Senior Manager, Fashion Policy
pjsmith@humanesociety.org
301.366.6074

From: Jason Kelroy [mailto:jason.kelroy@kohls.com]
Sent: Monday, December 04, 2017 5:02 AM
To: shareholderproposals@sec.gov
Cc: PJ Smith <pjsmith@humanesociety.org>
Subject: Kohl's Corporation - Omission of Shareholder Proposal Submitted by HSUS

Please find the attached letter from Kohl's Corporation seeking no-action relief relating to a shareholder proposal submitted by the Humane Society of the United States.



Jason J. Kelroy
(262) 703-1727
Fax: (262) 703-7274
jason.kelroy@kohls.com

December 4, 2017

VIA E-MAIL (shareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F. Street, N.E.
Washington, D.C. 20549

**Re: *Kohl's Corporation - Omission of Shareholder Proposal Submitted by
The Humane Society of the United States***

Ladies and Gentlemen:

The purpose of this letter is to inform you, pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Act"), that Kohl's Corporation ("Kohl's") intends to omit from its proxy statement and form of proxy for the 2018 annual meeting of its shareholders (the "2018 Proxy Materials") the shareholder proposal and supporting statement attached hereto as Exhibit A (the "Shareholder Proposal"), which was submitted by The Humane Society of the United States (the "Proponent").

Pursuant to Staff Legal Bulletin No. 14D ("SLB 14D"), we are submitting this request for no-action relief under Rule 14a-8 by use of the Securities and Exchange Commission (the "Commission") email address, shareholderproposals@sec.gov (in lieu of providing six additional copies of this letter pursuant to Rule 14a-8(j)), and the undersigned has included his name and telephone number both in this letter and the cover email accompanying this letter.

Kohl's believes that the Shareholder Proposal may be excluded from Kohl's 2018 Proxy Materials pursuant to Rule 14a-8(i)(10) of the Act because it deals with matters that Kohl's has already substantially implemented. We hereby request that the staff of the Division of Corporation Finance (the "Staff") confirm that it will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8(i)(10), Kohl's excludes the Shareholder Proposal from its 2018 Proxy Materials.

In accordance with Rule 14a-8(j), we are:

- submitting this letter not later than 80 days prior to the date on which we intend to file definitive 2018 Proxy Materials; and
- simultaneously providing a copy of this letter and its exhibits to the Proponent, thereby notifying them of our intention to exclude the Shareholder Proposal from our 2018 Proxy Materials.

Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional

correspondence to the Commission or the Staff with respect to this Shareholder Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of Kohl's pursuant to Rule 14a-8(k) and SLB 14D.

THE SHAREHOLDER PROPOSAL

The Shareholder Proposal states:

“RESOLVED, that shareholders ask that Kohl's adopt a policy, and amend other governing documents as necessary, to require that the Board's Chair be held by an independent director, as defined in accordance with applicable requirements of The NYSE. This independence requirement shall apply prospectively, so as not to violate any contractual obligation at the time this resolution is adopted. Compliance with this policy is waived if no independent director is available and willing to serve as Chair. The policy should also specify how to select a new independent Chair if a current Chair ceases to be independent between annual shareholder meetings.”

A copy of the Shareholder Proposal and Supporting Statement, the Proponent's cover letter submitting the Shareholder Proposal, and other correspondence relating to the Shareholder Proposal are attached hereto as Exhibit A.

BASIS FOR EXCLUSION

KOHL'S MAY EXCLUDE THE SHAREHOLDER PROPOSAL FROM KOHL'S 2018 PROXY MATERIALS PURSUANT TO RULE 14a-8(i)(10) BECAUSE KOHL'S HAS SUBSTANTIALLY IMPLEMENTED THE SHAREHOLDER PROPOSAL.

Rule 14a-8(i)(10) allows the omission of a shareholder proposal if “the company has already substantially implemented the proposal.” The “substantially implemented” standard replaced the predecessor rule, which allowed the omission of a proposal that was “moot.” See Securities Exchange Act Release No. 34-40018 (May 21, 1998) (“1998 Release”). The Commission has made explicitly clear that a shareholder proposal need not be “fully effected” by the company to meet the substantially implemented standard under Rule 14a-8(i)(10). See 1998 Release (confirming the Commission's position in Securities Exchange Act Release No. 34-20091 (Aug. 16, 1983) (“1983 Release”). In the 1983 Release, the Commission noted that the “previous formalistic application [(i.e., a “fully-implemented” interpretation that required line-by-line compliance by companies)] of [Rule 14a-8(i)(10)] defeated its purpose.” The purpose of Rule 14a-8(i)(10) is to “avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management.” Securities Exchange Act Release No. 34-12598 (July 7, 1976) (addressing Rule 14a-(c)(10), the predecessor rule to Rule 14a-8(i)(10)).

In 2013, recognizing shareholder sentiment as expressed in a vote on a similar shareholder proposal, Kohl's updated its Corporate Governance Guidelines to express Kohl's future intent to appoint a Chairman that has not previously served as an executive officer of Kohl's. To remove any confusion, Kohl's subsequently further modified its Corporate Governance Guidelines to expressly state that, when appointing the next Chairman, Kohl's *will* appoint an independent director as Chairman. Specifically, Kohl's Corporate Governance Guidelines provide:

Recognizing shareholder sentiment as expressed in a vote on a shareholder proposal brought before the Company's 2013 Annual Meeting of Shareholders, the Board will appoint an independent director as Chairman whenever possible. The foregoing shall apply with respect to the appointment of any Chairman, but shall not apply: (i) until such time as Mr. Mansell retires or otherwise ceases to serve as Chairman of the Board; (ii) if no independent director is available and willing to serve as Chairman; (iii) if such an appointment would violate any pre-existing

contractual obligation of the Company; or (iv) to the extent the then-current members of the Board determine that such an appointment would not be consistent with the Board's fiduciary obligations to the Company's shareholders. If any future independent Chairman ceases to be independent, the Governance and Nominating Committee shall convene to review and make a recommendation in accordance with these guidelines for the full Board's consideration. In accordance with its fiduciary duties, the Board will periodically make a determination as to the appropriateness of its policies in connection with the recruitment and succession of the Chairman and Chief Executive Officer.

See Kohl's Corporate Governance Guidelines.

On September 26, 2017, Kohl's issued a press release announcing Mr. Mansell's retirement effective as of the close of the Company's 2018 annual meeting. That press release also expressly noted: "It is the intention of the Board to appoint one of its current independent members as Chairman of the Board effective upon Mansell's retirement at the close of the company's 2018 annual shareholders meeting." See Kohl's 8-K dated September 25, 2017, attached hereto as Exhibit B ("Consistent with the Company's corporate governance guidelines, the Company's board of directors intends to appoint an independent director to the role of Chairman effective upon Mr. Mansell's retirement from the board of directors.").

When a company has already acted favorably on an issue addressed in a shareholder proposal, Rule 14a-8(i)(10) provides that the company is not required to ask its shareholders to vote on that same issue. Accordingly, the Shareholder Proposal may be excluded from the Kohl's 2018 Proxy Materials under Rule 14a-8(i)(10) as substantially implemented.

CONCLUSION

Based upon the foregoing analysis, Kohl's respectfully requests that the Staff agree that Kohl's may omit the Shareholder Proposal from Kohl's 2018 Proxy Materials.

If you have any questions or would like any additional information, please feel free to call me.

Thank you for your prompt attention to this request.

Sincerely,



Jason J. Kelroy
EVP, General Counsel & Secretary

Encls.

cc (via e-mail):

Mr. PJ Smith
Senior Manager, Fashion Policy
The Humane Society of the United States
pjsmith@humanesociety.org

Exhibit A

Shareholder proposal submission

1 message

PJ Smith <pjsmith@humanesociety.org>
To: "jason.kelroy@kohls.com" <jason.kelroy@kohls.com>

Fri, Jul 14, 2017 at 1:24 PM

Hi Jason,

Please see attached shareholder proposal for inclusion in Kohl's 2018 proxy, as well as supporting documentation.

As always, happy to chat. Thanks and enjoy your weekend.

Best,

PJ

P.J. Smith
Senior Manager, Fashion Policy
pjsmith@humanesociety.org
301.366.6074

 **Kohl's 2018 Proposal Packet.pdf**
469K



**THE HUMANE SOCIETY
OF THE UNITED STATES**

Eric L. Bernthal, Esq.
Chair of the Board

Jennifer Leaning, M.D., S.M.H.
Vice Chair

Kathleen M. Linehan, Esq.
Board Treasurer

Wayne Pacelle
President & CEO

Michael Markarian
Chief Program & Policy Officer

Laura Maloney
Chief Operating Officer

G. Thomas Waite III
Treasurer & CFOM

Andrew N. Rowan, Ph.D.
*Chief International Officer
& Chief Scientific Officer*

Roger A. Kindler
*General Counsel
Vice President & CLO*

Janet D. Frake
Secretary

DIRECTORS

Jeffrey J. Arciniaco
Eric L. Bernthal, Esq.
Michael J. Blackwell, D.V.M., M.P.H.
Jerry Cesak
James Costos
Anita W. Coupe, Esq.
Neil B. Fang, Esq., CPA
Jane Greenspun Gale
Cathy Kangas
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Sharon Lee Patrick
Judy J. Peil
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Jonathan M. Rainer
Joshua S. Reichert, Ph.D.
Walter J. Stewart, Esq.
Andrew Weinstein
Jason Weiss
David O. Wiebers, M.D.
Lona Williams

July 14, 2017

Jason Kelroy, EVP, General Counsel & Secretary
Kohl's Corporation
N56 W17000 Ridgewood Drive
Menomonee Falls, Wisconsin 53051

Via UPS and email: jason.kelroy@kohls.com

RE: Shareholder Proposal for Inclusion in the 2018 Proxy Materials

Dear Mr. Kelroy,

Enclosed with this letter is a shareholder proposal submitted for inclusion in the proxy statement for the 2018 annual meeting and a letter from The Humane Society of the United States' (HSUS) brokerage firm, BNY Mellon, confirming ownership of Kohl's Corporation common stock. The HSUS has continuously held at least \$2,000 in market value of Kohl's Corporation common stock for the one-year period preceding and including the date of this letter and will hold at least this amount through and including the date of the 2018 shareholder meeting.

Please contact me if you need any further information or have any questions. If Kohl's Corporation will attempt to exclude any portion of this proposal under Rule 14a-8, please advise me within 14 days of your receipt of this proposal. I can be reached at 301-366-6074 or pjsmith@humanesociety.org. Thank you for your assistance.

Sincerely,

PJ Smith
Sr. Manager, Fashion Policy



BNY MELLON

Frank J. Mangone
Vice President
Sr. Relationship Manager

BNY Mellon Wealth Management
Family Office
200 Park Avenue, Floor 10
New York, NY 10016

T 212 922 7526 F 877 340 3476
frank.mangone@bny Mellon.com

July 14, 2017

Jason Kelroy, EVP, General Counsel & Secretary
Kohl's Corporation
N56 W17000 Ridgewood Drive
Menomonee Falls, Wisconsin 53051

Dear Mr. Kelroy,

BNY Mellon National Association, custodian for The Humane Society of the United States, verifies that The Humane Society of the United States has continuously held at least \$2,000.00 in market value of Kohl's Corporation common stock for the one-year period preceding and including the date of this letter. Thank you.

Best Regards,

Frank J. Mangone
Vice President
BNY Mellon Wealth Management
212-922-7526

RESOLVED, that shareholders ask that Kohl's adopt a policy, and amend other governing documents as necessary, to require that the Board's Chair be held by an independent director, as defined in accordance with applicable requirements of The NYSE. This independence requirement shall apply prospectively, so as not to violate any contractual obligation at the time this resolution is adopted. Compliance with this policy is waived if no independent director is available and willing to serve as Chair. The policy should also specify how to select a new independent Chair if a current Chair ceases to be independent between annual shareholder meetings.

SUPPORTING STATEMENT:

Having a combined Board Chair/CEO role, as Kohl's does, represents risky governance and puts shareholders at risk.

1. The role of management is to run the company; and
2. the Board's role is to provide independent oversight of management; therefore
3. there is a potential conflict of interest and lack of checks and balances when a company's top executive is his or her own overseer.

A non-independent Chairman may weaken that company's governance structure and harm shareholder value. As Intel's former Chair Andrew Grove stated: "If he's an employee, he needs a boss, and that boss is the Board. The Chairman runs the Board. How can the CEO be his own boss?"

Increasingly, board members seem to agree. According to a Sullivan & Cromwell survey of 400 Board members, approximately 70% of respondents believe the head of management should not concurrently Chair the Board.

Indeed, shareholders are best served by an independent Board Chair who can provide a balance of power between the company and its Board and support strong Board leadership. The primary duty of a Board of Directors is to oversee company management on behalf of its shareholders. We believe a non-independent Chairman position creates a conflict of interest, resulting in excessive influence by, and oversight of, management.

Not surprisingly, numerous institutional investors recommend that Board Chairs be independent directors. For example, the California Public Employees' Retirement System (CalPERS)—America's largest public pension fund—encourages such a policy. And proxy analysis and voting firm Institutional Shareholder Services (ISS) recommends voting in favor of proposals such as this one which seek policies to ensure the Board Chair is an independent director.

We believe that ensuring the Board Chair position is held by an independent director would benefit the company and its shareholders and encourage shareholders to vote **FOR** this proposal.

Exhibit B

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **September 25, 2017**

KOHL'S CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

001-11084
(Commission
File Number)

39-1630919
(IRS Employer
Identification No.)

N56 W17000 Ridgewood Drive
Menomonee Falls, Wisconsin
(Address of principal executive offices)

53051
(Zip Code)

Registrant's telephone number, including area code: (262) 703-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On September 26, 2017, Kohl's Corporation (the "Company") issued a press release announcing Kevin Mansell's retirement as the Chairman of the Board, Chief Executive Officer and President and as a director of the Company effective as of the close of the Company's May 16, 2018 Annual Meeting of Shareholders (the "2018 Meeting") or any adjournment of the 2018 Meeting.

Michelle Gass, the Company's Chief Merchandising and Customer Officer, has been appointed as Chief Executive Officer-elect and will serve as Chief Executive Officer effective upon Mr. Mansell's retirement. She also will stand for election as a director of the Company at the 2018 Meeting. Sona Chawla, the Company's Chief Operating Officer, has been appointed President-elect and will serve as President upon Mr. Mansell's retirement. She will continue to serve as the Company's principal operating officer.

Ms. Gass, age 49, joined Kohl's in June 2013 as Chief Customer Officer and was named Chief Merchandising and Customer Officer in June 2015. Previously, she served in a variety of management positions with Starbucks Coffee Company since 1996, most recently as President, Starbucks Coffee EMEA (Europe, Middle East, Russia and Africa) from 2011 to May 2013. From April 2014 to February 2017, Ms. Gass served as a director of Cigna Corporation, a global health service company.

Ms. Chawla, age 50, joined Kohl's in November 2015 as Chief Operating Officer. Previously, she served with Walgreens as President of Digital and Chief Marketing Officer from February 2014 to November 2015 and President, E-Commerce from January 2011 to February 2014. From August 2012 to November 2015, Ms. Chawla served as a director of Express, Inc., a specialty retail apparel chain. She is currently a director of CarMax, Inc., the nation's largest retailer of used vehicles.

Consistent with the Company's corporate governance guidelines, the Company's board of directors intends to appoint an independent director to the role of Chairman effective upon Mr. Mansell's retirement from the board of directors.

Since January 31, 2016, there have been no transactions, and there are no currently proposed transactions, to which the Company was or is a participant and in which Ms. Gass or Ms. Chawla had or is to have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K.e

The Company's press release announcing the retirement of Mr. Mansell and the appointments of Ms. Gass and Chawla is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 26, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 26, 2017

KOHL'S CORPORATION

By: /s/ Jason J. Kelroy
Jason J. Kelroy
Executive Vice President,
General Counsel and Secretary

EXHIBIT INDEX

	<u>Exhibit No.</u>	<u>Description</u>
	99.1	Press Release dated September 26, 2017

KOHL'S
FOR IMMEDIATE RELEASE

**Kohl's Announces CEO Succession Plan:
Kevin Mansell to Retire in May 2018, Michelle Gass Appointed CEO-elect**

Sona Chawla appointed President-elect

MENOMONEE FALLS, Wis. (September 26, 2017) – Kohl's (NYSE: KSS) today announced Kevin Mansell, Kohl's Chairman, Chief Executive Officer and President will retire in May 2018 as of the close of the company's annual shareholders meeting. Michelle Gass will assume the CEO role at that time. Sona Chawla, Kohl's Chief Operating Officer, will assume the role of President.

"It has been a privilege to spend 35 years at Kohl's, 19 years on the board and nearly 10 as CEO," said Mansell. "I look forward to this last year of my career, building on the positive momentum we have going into the holidays, furthering the development of our operational excellence and traffic-driving plans and ensuring a seamless transition for our associates, partners and shareholders."

In the 35 years Mansell has been at Kohl's, the company grew from a local Milwaukee-area retailer with a dozen locations to a national company with more than 1,100 stores across 49 states, generating annual sales of \$19 billion. During his tenure as CEO, the company successfully navigated a financial recession, broadened the brand portfolio, grew the e-commerce business to \$3 billion, redefined itself as an omnichannel retailer and built digital capabilities to complement and leverage the strength of its store base.

"Michelle has been an instrumental leader in shaping the future at Kohl's – one where we continue to put the customer first, focus on innovation, speed and agility and remain dedicated to the long-term financial health of the business," Mansell continued. "Michelle's leadership of our merchandise and marketing organizations has proven her talent, passion, vision and readiness to lead our organization. She was a key leader driving the creation of our long-term strategic framework, the Greatness Agenda, led our focus on becoming the active and wellness destination for families, launched our new loyalty program, and is responsible for bringing in new categories, partners and brands including the company's launch of Under Armour earlier this year and our recently announced collaborations with Amazon. The retail industry is going through a transformational amount of change and Michelle is extremely well qualified and positioned to lead Kohl's through this evolution."

"I am honored and it is a great privilege for the opportunity to lead Kohl's into our next chapter, building on our enduring values in serving families and taking care of our associates. Kevin has been a trusted mentor and partner and my intention is to lead this company with the drive, care and passion that Kevin has modeled for years," said Gass. "I am energized by the challenges we are all facing today in the retail sector. Kohl's is uniquely positioned through our strong store and omnichannel presence, our powerful brand portfolio and our differentiated value proposition. We are resilient, innovative and agile, and will continue to make investments in our business to provide compelling customer experiences that pave the path for our future success."

Gass joined Kohl's in 2013 as Chief Customer Officer, with leadership responsibility for marketing and the e-commerce business. In 2015, her role expanded to Chief Merchandising and Customer Officer, adding the company's merchandising, planning and product development divisions to her areas of responsibility. Prior to joining Kohl's, Gass spent nearly 17 years at Starbucks where she held a variety of leadership roles overseeing marketing, Starbucks beverage, food and merchandising, and global strategy. Most recently, she served as president, Starbucks EMEA. Prior to Starbucks, Gass began her career with Procter & Gamble.

Sona Chawla will maintain her responsibilities for the company's omnichannel operations including all store operations, logistics and supply chain network, information and digital technology, and e-commerce strategy, planning and operations.

"Sona's leadership has significantly impacted our ability to become a best-in-class omnichannel retailer," said Mansell. "She has been laser-focused on delivering a seamless omnichannel customer experience, leveraging technology to make us more productive, and amplifying the role and relevancy of our stores as our biggest strength."

Chawla joined Kohl's in 2015 as Chief Operating Officer. Prior to joining Kohl's, Chawla spent seven years with Walgreens in a variety of senior leadership roles including president of e-commerce and president of digital and chief marketing officer. Prior to joining Walgreens, she was vice president of global online business at Dell, Inc. Before Dell, she worked at Wells Fargo's Internet Services Group, where she held several roles including executive vice president of online sales, service and marketing.

It is the intention of the Board to appoint one of its current independent members as Chairman of the Board effective upon Mansell's retirement at the close of the company's 2018 annual shareholders meeting and that Michelle Gass will be nominated to stand for election as a Director at that meeting to fill the vacancy created by Mansell's retirement.

Cautionary Statement Regarding Forward-Looking Information

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Kohl's intends forward-looking terminology such as "believes," "expects," "may," "will," "should," "anticipates," "plans," or similar expressions to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause Kohl's actual results to differ materially from those anticipated by the forward-looking statements. These risks and uncertainties include, but are not limited to, those described in Item 1A in Kohl's Annual Report on Form 10-K, which is expressly incorporated herein by reference, and other factors as may periodically be described in Kohl's filings with the SEC.

About Kohl's

Kohl's (NYSE: KSS) is a leading omnichannel retailer with more than 1,100 stores in 49 states. With a commitment to inspiring and empowering families to lead fulfilled lives, Kohl's offers amazing national and exclusive brands, incredible savings and an easy shopping experience in our stores, online at Kohls.com and on Kohl's mobile app. Throughout its history, Kohl's has given nearly \$600 million to support communities nationwide. For a list of store locations or to shop online, visit Kohls.com. For more information about Kohl's impact in the community and how to join our winning team, visit Corporate.Kohls.com.

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Contact:

Jen Johnson, 262-703-5241, Jen.Johnson@Kohls.com