

KOHL'S CORPORATION

Charter of the Nominating and ESG Committee of the Board of Directors

I. Committee Purpose

The Nominating and ESG 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 in the selection of candidates for election and re-election to the Board and its committees, (ii) provide oversight of the Company's environmental, social and corporate governance policies and initiatives, 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 Chair of the Board shall select a Chair, based on the recommendation of the 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

(a) Directorship Management and Chair Succession

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, including recommending to the Board the nominees for election to the Board at the next annual meeting of shareholders. Director candidates shall be selected on the basis of guidelines developed by the Committee, and the Committee shall periodically review and amend such guidelines as the Committee deems necessary or appropriate;
- (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;
- (3) Review the qualifications and independence of the members of the Board and its various committees on a regular periodic basis;
- (4) 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; and
- (5) Develop and periodically review succession plans for the Chair of the Board, which may take into consideration any factors the Committee deems appropriate, periodically report to the Board on these plans, and recommend the director to be appointed as Chair of the Board from time to time in accordance with these plans.

(b) Environmental, Social and Corporate Governance

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

- (1) Oversee the Company's corporate governance initiatives and periodically consider, and report to the Board on, corporate governance policies. In connection with this responsibility, the Committee shall 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;
- (7) Review and approve or ratify transactions with the Company involving members of the Board or executive officers of the Company; provided, however; that the Committee need not review transactions or arrangements subject to review by the Compensation Committee;
- (8) Oversee and monitor, and periodically report to the Board on, the Company's policies, initiatives and disclosures relating to environmental and social matters as they pertain to the Company's business and long-term strategy, including human rights and ethical business practices, environmental and sustainability initiatives, diversity and inclusion and other initiatives related to the Company's operations and engagement with associates, customers, suppliers, and communities, other than with respect to human capital management matters overseen by the Compensation Committee and compliance and controls matters overseen by the Audit Committee; and
- (9) Monitor Company associates' compliance with "Kohl's Code of Ethics" 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 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.

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