

Kohl's Ethical Standards and Responsibilities

I. Introduction

What Kohl's Ethical Standards and Responsibilities Are:

This policy describes the ethical and legal responsibilities all Kohl's Associates are required to uphold. It is a guide and a resource, and is intended to alert Associates to significant ethical and legal issues that frequently arise. Kohl's Associates must sign an Acknowledgement of Receipt and Compliance at commencement of employment and periodically thereafter as requested by the Human Resources Department.

What Kohl's Ethical Standards and Responsibilities Are Not:

This policy is not a comprehensive document intended to address every ethical issue that an Associate might face, nor is it a summary of all laws and policies that apply to Kohl's business. Most importantly, this policy is definitely neither a substitute for good judgment, nor a restraint on the entrepreneurial initiative of Associates and managers.

Kohl's Ethical Standards and Responsibilities Are Not Enough.

One of the truest clichés heard around the world is that "actions speak louder than words." The policy is effective when leaders model it and Associates read it, understand it, and live up to it.

Pyramid heads are responsible for overseeing the day-to-day implementation of ethics and compliance, including communications, training and assessment.

Waivers of Kohl's Ethical Standards and Responsibilities:

Generally, waivers of Kohl's Ethical Standards and Responsibilities will not be given. Any waiver of these standards for Kohl's executive officers may be made only by the Board of Directors or a Board committee. This approval requirement should help assure that these standards for executive officers are waived only in appropriate circumstances.

Questions or Concerns?

As members of the Kohl's team, all Associates have an obligation to adhere to Kohl's Ethical Standards and Responsibilities and to report suspected violations. Associates who have questions about this policy or are concerned about conduct they believe violates Kohl's standards or the law should talk to their manager or pyramid head first. If this seems inappropriate, contact the SR VP of Human Resources or Kohl's General Counsel.

Kohl's understands that it may not always be appropriate or comfortable for Associates to approach their manager, pyramid head or other Company management directly about suspected violations of Kohl's standards or the law. There may be times when Associates prefer to raise their concerns without revealing their identity. Accordingly, Associates may also report suspected violations anonymously to the principals by telephone or in writing, or by calling the Kohl's "integrity hotline" at 1-800-837-7297. Anonymous callers will be advised if additional information is required before an effective investigation can take place. Callers who wish to follow up on their call will be assigned a confidential designation. Kohl's reputation is too valuable to ignore questions or concerns.

Kohl's, to the extent permitted by law and consistent with its objectives to enforce these standards, will endeavor to keep confidential the identity of anyone reporting a violation or any Associate alleged to have committed a violation.

II. We have a responsibility to ourselves.

Kohl's is made up of thousands of persons, each with unique values and aspirations. One of the values we share is integrity. We want to be proud of the work we do and the lives we lead. Integrity is at the heart of who we are.

Integrity is at the heart of Kohl's as well. Without a reputation for integrity, we would fail on store shelves, on Wall Street, and in our own eyes.

Business integrity is hard to define, but everybody knows it when they see it. Among other things, it means honesty, and obeying the law. It means treating those with whom we work with fairness and respect. And it means being accountable and taking responsibility for actions and consequences.

Kohl's Ethical Standards and Responsibilities outlines responsibilities essential for the continued success of Kohl's. They apply to all Associates. Associates cannot use a contractor, agent, consultant, broker, distributor or other third party to perform any act prohibited by law or by Kohl's policy.

Failure to comply with these standards can have severe consequences for both the individuals involved and Kohl's. In addition to potentially damaging Kohl's good name, consumer relations and business opportunities, conduct that violates these standards may also violate federal, state and local laws. These violations can subject the individuals involved to prosecution, fines and even imprisonment. Kohl's may also be subject to prosecution, fines and other penalties for the improper conduct of its Associates. Failure to comply with these responsibilities, or failure to take action when aware of criminal or unethical acts, will result in disciplinary action, up to and including termination.

Managers have an additional responsibility

Managers are expected to exemplify the highest standards of ethical business conduct and

encourage discussion of the ethical and legal implications of business decisions. Managers have a responsibility to create and sustain a work environment in which Associates, consultants and contract workers know that ethical and legal behavior is expected.

This responsibility includes ensuring that Kohl's Ethical Standards and Responsibilities are communicated to all those working for the manager. Additionally, managers are responsible for ensuring that Associates who need to know additional information in order to do their jobs, for example regarding safety, antitrust or international business, receive appropriate policies and training. It also means that managers need to be careful not to hire or delegate authority to any individual who they have reason to believe has a tendency to engage in unlawful conduct or unethical activities.

Retaliation and False Reporting are Violations of Kohl's Ethical Standards and Responsibilities

Individuals who report an ethical or legal concern in good faith will never be subject to retaliation. Any Associate responsible for retaliation against an individual who in good faith reports a known or suspected violation will be subject to disciplinary action, up to and including termination and possible legal action. Associates who knowingly submit false reports will also be subject to disciplinary action, up to and including termination.

The sections that follow offer more detailed guidance about integrity and the other responsibilities we share. If you are ever faced with a difficult situation that isn't covered here, look yourself in the mirror and ask these questions:

Is it legal?

If it's not legal, don't do it. It's that simple.

Is it defensible? If you were explaining your actions to your manager, the CEO, or the news media, can you justify what you have done? How about to the people affected by your action?

Is it right? How does your conscience feel? What would a trusted friend say? If you're uncomfortable, you probably want to check with your manager or a Legal Department Associate.

If Kohl's Ethical Standards and Responsibilities and the Mirror Test don't help, it's time to talk to your manager. If you feel this step is inappropriate, consider talking to your pyramid head, the SR VP of Human Resources or Kohl's General Counsel. If you are not comfortable talking to your manager, pyramid head or other Company management directly and wish to remain anonymous, you may contact one of the principals anonymously or call the Kohl's "integrity hotline."

III. We have a responsibility to each other.

Our success as a company and as individuals depends on the unique contributions of all the people we work with. We owe each other honesty, respect, and fair treatment.

Fair Treatment

Kohl's is firmly committed to the fair and equitable treatment of all its Associates and qualified applicants for employment. All applicants and Associates are judged by their qualifications, demonstrated skills and achievements.

Kohl's supports laws providing for equal employment opportunity without regard to race, color, gender, national origin, age, religion, disability, veteran status, sexual orientation, marital status or other protected characteristics. Kohl's complies with employment laws wherever it operates.

Diversity

The diversity of Kohl's Associates is a tremendous asset. Utilizing the unique strengths of each individual Associate enables the Company to make decisions that serve a broad spectrum of consumers in markets. Kohl's seeks diversity within the work force.

Harassment

Kohl's Associates have the right to work in an environment that is free from intimidation and harassment. Verbal or physical conduct by any Associate that harasses or disrupts another's work performance or creates an intimidating, offensive, abusive, or hostile work environment will not be tolerated.

In addition, unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature are specifically prohibited. Associates are encouraged to help each other by speaking out when a co-worker's conduct makes them or others uncomfortable, and are responsible for promptly reporting harassment when it occurs.

Safety and Health

Kohl's is committed to providing a safe and healthful work environment. Each facility is required to have a safety program in place that includes appropriate training, and meets government regulations as well as Kohl's own high standards. Associates are also responsible for immediately reporting accidents, injuries, and unsafe practices or conditions. Appropriate and timely action will be taken to correct known unsafe conditions.

The health and safety of all Associates, and the quality and productivity demanded by consumers and stockholders, requires each Associate to report to work free from the use or influence of illegal drugs or abuse of controlled substances.

IV. We have a responsibility to our consumers.

Consumers purchase merchandise from our stores because Kohl's has earned a reputation for honesty and integrity. Consumers trust the quality and value of the merchandise we sell, and consumers trust that we will stand behind what we sell. We must preserve that trust.

Quality and Value

Kohl's offers merchandise, including private label merchandise, of high quality and good value. Consumers expect more from Kohl's brands. It is the job of every Associate to make sure that consumers get at least what they expect and pay for.

Advertising and Packaging

Kohl's is committed to promoting its merchandise in ways consistent with its excellent reputation. Products will be truthfully and accurately represented. Advertising, packaging, point of purchase displays and signs, or promotions must never misstate facts or provide misleading impressions. To that end, Kohl's requires that Associates not engage in promotional events intended for our customers (e.g., contests, sweepstakes, surveys, product reviews, etc.) pursuant to Kohl's Customer Engagement Policy. Claims that favorably compare Kohl's products with those of competitors must be factual and based upon prior adequate substantiation.

Kohl's will respect copyright and individual consent rights before use in advertising or promotional materials. Additionally, both the content of and vehicles used for advertising must be tasteful, avoiding messages, depictions, or characterizations that would be offensive to Kohl's consumers.

Consumers must trust the apparel, housewares and body care items they purchase from Kohl's stores conforms to all government safety and labeling standards. Any threats to product safety must be immediately reported to management.

Privacy

Kohl's respects the privacy of its consumers and customers and is committed to protect and keep personal non-public information about consumers and Kohl's customers private and confidential in accordance with all applicable laws. Kohl's will employ all necessary physical, electronic and procedural safeguards to ensure such compliance.

V. We have a Responsibility to Our Investors.

Stockholders, as the ultimate owners of Kohl's Corporation, trust us to manage Kohl's assets with their interests as our primary concern. We must responsibly use all our assets -- people, financial, brand names, manufacturing, information -- to increase sales, margins, and ultimately the value of investments in Kohl's.

Accuracy and Retention of Business Records

Honest and accurate recording, reporting and retention of financial and other information is extremely important for Kohl's continued success and is required by law. Investors count on Kohl's to provide accurate, complete and timely information about its business and financial condition, including Kohl's financial statements, so they can make informed investment decisions. Investors also count on Kohl's to make responsible and informed business decisions based on accurate and complete records. In addition, the integrity of Kohl's records, documents and reports is relied upon by fellow Associates, Kohl's suppliers and customers, and various government agencies. Associates throughout Kohl's are responsible for properly and timely recording many kinds of information. It is the obligation of each Associate to assure that every record, document or report he or she creates or approves is accurate and complete in every respect. It is unethical and unlawful, for example, to make false claims on an expense report or time sheet, to falsify quality or safety results, to record false sales or record them early, to understate or overstate known liabilities and assets, or to defer recording items that should be expensed. No entry may be made that intentionally hides or disguises the true nature of any transaction.

All financial books, records and accounts must accurately, completely and timely reflect transactions and events, and must conform in all respects both to generally accepted accounting principles and to Kohl's system of internal accounting controls. Undisclosed or unrecorded funds or assets are strictly prohibited. Associates may never mislead or manipulate the Company's auditors when they are performing an audit of the Company's financial statements. Associates who have information or knowledge of any prohibited act or who are concerned about the validity of an entry or process must promptly consult the Chief Financial Officer or Kohl's General Counsel or make an anonymous report to one of the principals or through the Kohl's "integrity hotline" at 1-800-837-7297.

Kohl's financial books, records and accounts must be stored properly and retained in accordance with legal and business requirements applicable to Kohl's. Associates having custody of Kohl's financial books, records or accounts are responsible for their security.

Financial Reporting and Disclosure

Federal securities laws require Kohl's to file annual, quarterly and other reports with the Securities and Exchange Commission. Investors rely on Kohl's to provide complete, accurate and timely information about its business and financial condition in its SEC reports. Kohl's policy is to make full, fair, accurate, timely and understandable disclosure

in its SEC reports. Kohl's maintains controls and other procedures that are designed to ensure that information required to be disclosed in its SEC reports is recorded, processed, summarized and reported within the time periods specified by the SEC. No report may contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading with respect to the period covered by the report. The financial statements, and other financial information included in a report, must fairly present in all material respects Kohl's financial condition, results of operations and cash flows as of, and for, the periods presented in the report.

Recording Business Information

Almost all business records may become subject to public disclosure in the course of litigation or governmental investigations. Records are also often obtained by outside parties or the media. Associates must be as clear, concise, truthful and accurate as possible when recording any information. Avoid exaggeration, colorful language, guesswork, legal conclusions, and derogatory characterizations of events, people and their motives.

Responding to Inquiries from Stockholders, Analysts and the Media

Kohl's will endeavor to provide full and prompt public disclosure of material developments and events to the news media, securities analysts and stockholders. If Associates receive inquiries regarding Kohl's activities, results, plans or its position on public issues they should refer the request to Kohl's Chief Financial Officer.

Protecting Company Assets

All Associates are entrusted with numerous Company assets, and have a special responsibility to protect them. This includes not only cash and other financial assets, but also assets like plant and equipment, inventory, and supplies. Company resources should be used only to conduct Company business or for purposes authorized by management. Personal use of Company facilities, equipment, supplies, computer hardware, materials or software, vehicles or personnel is a misuse of assets and is prohibited unless approved by a principal or the pyramid head of Loss Prevention. Unauthorized copying of software, tapes, books and other legally protected work is a misuse of assets and a potential financial and legal liability for the Company. Any act by a Kohl's Associate which involves theft, fraud, embezzlement, or misappropriation of any property is strictly prohibited.

Disposition of Kohl's Assets

Outmoded or unneeded assets of Kohl's such as vehicles, display fixtures, equipment or supplies may not be disposed of without the permission of the pyramid head of Loss Prevention. Such assets must be disposed of through jobbers, dealers or liquidators. Associates may not directly or indirectly purchase such assets. In the event it is

impractical or impossible to dispose of property through such channels, it will be donated to a charity designated by the Company. In those instances where property cannot be sold or donated it, will be destroyed by Loss Prevention.

Protecting Confidential Information

One of Kohl's most valuable assets is information. Like all other assets, information that is not generally disclosed and is helpful to the Company (or would be to competitors) must be protected. Some examples of the areas that offer Kohl's a competitive advantage include: trade secrets; detailed sales and profit figures; new product or marketing plans; research and development ideas or information; manufacturing processes; and information about potential acquisitions, divestitures and investments. Safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas, for example on planes, elevators and mobile phones. The obligation to preserve Kohl's confidential information is ongoing, even after employment ends.

Individual Social Networking and Blogging

Kohl's understands that Associates may engage in social networking, blogging and other forms of communication on their own time and on their own computers and other personally-owned devices (whether on the internet or via another medium). Pursuant to both the Social Media Policy and the Customer Engagement Policy, Kohl's requires that Associates not engage in these activities on Kohl's-sponsored social media web sites or otherwise engage in promotions which may include these activities and that are intended for our customers. Every Associate's responsibility to protect Kohl's company assets and business interests, including confidential information such as any information pertaining to Kohl's business operations, operating performance, personnel, etc., as well as company resources, also extends to his or her social networking, blogging or similar activities. Similar to individual political activities as described in this policy, an Associate engaging in these mediums in a manner that comports with this policy must also be transparent at all times and make it clear that his or her opinions expressed are the personal opinions of the Associate, and the Associate shall not otherwise state or imply that the opinions are not otherwise endorsed, read or approved by Kohl's. It should be noted as well that the Associate assumes all personal risk of liability for any legal claim arising from such communications, including without limitation, defamation, libel, invasion of privacy, and harassment and/or any other violation of Federal Trade Commission guidelines or other applicable laws.

Conflict of Interest

Stockholders of Kohl's expect that business decisions are made in the best interest of the Company. In addition, the law imposes a duty on Company officials to act in the best interest of the Company and its stockholders. Actions must be based on sound business judgment, not motivated by personal interest or gain. Any situation that creates or

appears to create a conflict of interest between personal interests and the interests of Kohl's must be avoided.

Disclosure: As with many issues, the best way to avoid embarrassing conflict of interest situations is to disclose any situations that have the potential to be misinterpreted by others, including other Associates, customers, suppliers and the public. Questions about potential conflict of interest situations, and disclosure of these situations as they arise, should be addressed to your pyramid head or the Senior VP of HR. All such disclosures will then be reported to Kohl's General Counsel.

Family Members and Close Personal Relationships: A conflict of interest may arise when doing business with or competing with organizations that employ or are partially owned by family members or close personal friends. Obvious family members include spouse, children, parents and siblings. These as well as other family members should be disclosed by the Associate to your pyramid head or the Senior VP of Human Resources to determine the best course of action.

Personal Investments: Associates may not own, either directly or indirectly, a substantial interest in any business entity that does or seeks to do business with, or is in competition with Kohl's. As a guide, "substantial interest" includes the ownership by an Associate and/or family members of more than 5% of a company's outstanding securities or that represents more than 5% of the total assets of the Associate and/or family members. Associates are also prohibited from directly or indirectly buying, leasing or otherwise acquiring rights to any property or materials if they believe that Kohl's may also be interested in pursuing such opportunity.

Outside Employment: Associates may not work for or receive payments for services from any business entity that does or seeks to do business with, or is in competition with Kohl's, without prior written approval of their pyramid head. A conflict of interest may also arise if an Associate's outside employment activities are so demanding that they interfere with an Associate's ability to fulfill his or her responsibilities to Kohl's.

Corporate Opportunities: Associates are prohibited from exploiting corporate opportunities. Generally speaking, a corporate opportunity is an opportunity that "belongs" to Kohl's rather than to the individuals who act on behalf of Kohl's. For example, Associates may not take for themselves personally opportunities that are discovered through the use of Kohl's property, information or position. Associates also are prohibited from using Kohl's property, information or position for personal gain. Associates owe a duty to Kohl's to advance its legitimate interests when the opportunity to do so arises.

"Inside Information" and Securities Trading: Confidential information may not be used for personal benefit. It is prohibited to trade securities or to tip others

to trade securities of Kohl's or other companies on the basis of material information before it is made publicly available to ordinary investors through appropriate media. Such information includes news about acquisitions, investments, new business relationships, financial results, important management changes, and other information that has the potential to affect stock prices.

If doubt exists as to whether the information is material or has been released to the public, don't trade until you have consulted with Kohl's General Counsel. In order to avoid the appearance that any Kohl's Associate is trading on inside information, no Associate may engage in "short sales", or trade in puts, calls or other options on Kohl's stock. Associates may of course purchase Kohl's securities and exercise options granted to them, as long as they are not basing decisions on inside information.

VI. We have a responsibility to our business partners.

We depend on strong relationships with our suppliers and other business partners who help us provide the high quality, high value merchandise consumers demand.

Doing Business with Kohl's

Kohl's believes in doing business with those suppliers, vendors, manufacturers, contractors, agents, sales representatives, distributors and consultants who embrace and demonstrate high standards of ethical business behavior. Kohl's will not knowingly use suppliers who do not operate in full compliance with applicable law and regulations, including local environmental, employment, or safety laws pertaining to all aspects of their factory operations in the jurisdiction in which they conduct business. Kohl's will also not knowingly do business with suppliers who do not comply with Kohl's Terms of Engagement, regardless of whether such practices are permitted by applicable law.

Kohl's will only do business with suppliers whose workers are treated fairly, in all cases are present voluntarily, are not put at risk of physical harm, are fairly compensated, are allowed the right of free association and not exploited in any way. Kohl's Associates will exercise diligence to determine whether suppliers conform to Kohl's Terms of Engagement and these standards.

Sales and Marketing Practices

Kohl's will compete for business aggressively and honestly. Kohl's marketing efforts must be based on quality, distinctiveness, brand recognition, fair pricing and promotional programs, and honest advertising practices. Merchandise, service, and price attributes must not be misrepresented. False claims about competitors' offerings are not acceptable. Offering bribes or kickbacks is unacceptable.

To ensure against overbilling and possible rebate abuses, no prices may exceed the price established for the product. Prizes provided as part of sales promotions or contests must

be legitimately won as the result of achieving criteria specified in advance and made available to all qualified contestants.

Purchasing Practices

All purchasing decisions must be made based on the best value received by Kohl's. Obtaining competitive bids, verifying quality and service claims on a regular basis, and confirming the financial and legal condition of the supplier are all important steps in a good purchasing decision. Agreements should be written, and clearly set forth the services or products to be provided, the basis for earning payment, and the applicable rate or fee. The amount must not be excessive in light of industry practice and must be commensurate with the services provided.

Personal, family and financial relationships may make it difficult to make objective decisions. An Associate who has personal or family relationships with, or who owns any interest in a supplier, customer, potential supplier, or potential acquisition candidate should disclose this relationship to their pyramid head or Senior VP of Human Resources. All such situations will then be reported to the Kohl's General Counsel to ensure that decisions affecting these companies are clearly made based on objective input and judgment.

Vendor Samples

All vendor samples, including no-cost samples are Kohl's property unless the vendor has specifically indicated that the sample is for preview purposes only and to be returned. Such vendor samples must be disposed of through a designated selling location. No Associate may purchase a sample unless the item has been priced and offered for sale to the general public at the designated selling location. Unsalable samples as determined by Corporate Loss Prevention will be offered to a Company-designated charity. Items determined to be unsuitable for sale or donation by Corporate Loss Prevention will be destroyed.

From time to time, it may be appropriate for an Associate to field-test an item. Prior to any field testing, a package pass and approval must be obtained from Corporate Loss Prevention. The time period for field-testing will be limited and all merchandise must be returned.

Direct Purchase of Merchandise from Vendors

Kohl's Associates may not purchase direct from vendor's merchandise that is normally or customarily carried in Kohl's selling locations. Associates may purchase merchandise not carried in Kohl's selling locations provided that the merchandise is purchased at the normal cost offered to customers of the vendor and that the purchase is handled directly with the vendor. Under no circumstances, may any Associate receive a discount off the normal cost offered to customers of the vendor. Kohl's Purchase Order, Accounts Payable or Receiving systems may not be used for the personal purchase of merchandise,

supplies, or equipment.

Contests, Prizes, and Commissions

Associates may not participate in or receive personal benefit from a vendor-sponsored contest or promotional effort unless the event permits participation by individuals outside of Kohl's and is approved by the Associate's Pyramid Head and SR VP of Human Resources. Under no circumstances may any Associate receive an incentive award, prize, or commission from a vendor for sales performance that does not involve such a contest.

Bribes and Other Improper Payments

The use of Company funds for any unlawful or improper purpose is strictly prohibited. Accordingly, no bribes, kickbacks or other similar unlawful or improper payments shall be given to any person or entity to obtain or retain business or for any other reason whatsoever. Associates may not employ or use outside persons or entities in connection with the Company's business for purposes of circumventing this policy. Soliciting, offering or giving any kind of payment or contribution for the following purposes is specifically prohibited:

Influencing legislation or regulation.

Persuading any officials or employees of another company to do an act contrary to their duties or cause them to neglect to do or perform their duties.

Gifts, Favors and Entertainment

In many industries and countries, gifts and entertainment are used to strengthen business relationships. Knowing where to draw the line requires good sense and good judgment. Throughout the world, one principle is common and clear: No gift, favor, or entertainment should be accepted or provided if it will obligate or appear to obligate the recipient.

Gifts from Vendors, Suppliers or Others: Gifts, favors, gratuities and tickets to sporting or other entertainment events may not be accepted. However, items of a promotional nature bearing a vendor's or Kohl's name or trademarks that will be used in the course of business, such as a pen or calculator, may be accepted. Recipients of prohibited gifts or favors must report the gift to their supervisor and forwarded to Corporate Loss Prevention, who will return the gift with a letter explaining Kohl's policy. If a gift is perishable and impractical to return, it may be distributed to Associates for consumption on Kohl's premises. If the gift is not perishable but impractical to return, it should be forwarded to Corporate Loss Prevention for donation to a charity.

Kohl's Providing Gifts to Others: Gifts or entertainment may be provided if they are reasonable complements to business relationships, of modest value, and not against the law or the policy of the recipient's company. Gifts to government

officials require the advance approval of Kohl's General Counsel.

Associate Acceptance of Entertainment: Occasional invitations, made by the representative of a current or future vendor to an Associate to accompany such vendor for dinner may be accepted by an Associate if such event reasonably complements a business relationship and is scheduled to occur over the course of conducting Company business. Under no circumstances can an Associate accept entertainment invitations that involve any travel expense to Kohl's or the vendor. In addition, entertainment occurring outside of the normal course of business is strictly prohibited.

Requesting or soliciting personal gifts, favors, entertainment, or services, is unacceptable. Accepting gifts of cash is also always unacceptable. Additionally, Associates may not exploit their position to solicit vendors, including financial institutions, to provide any individual preferential treatment. **In no case may an Associate accept gifts or entertainment for his or her spouse or other family member.**

Special Events

Invitations to attend special events such as the Super Bowl or the Olympics as guests of a vendor may not be accepted by an Associate under any circumstance.

Travel and Lodging

Travel or lodging may never be provided by a vendor, including travel or lodging for consultation, educational purposes, general entertainment or recreational purposes. Special circumstances may arise from time to time and should be reviewed and approved in advance by the CEO, President or COO.

Competitive Information

Information about competitors, customers and suppliers is a valuable asset in the highly competitive markets in which Kohl's operates. Kohl's will obtain this information legally. Theft of proprietary information, inducing disclosures by a competitor's past or present employees, and any action that could create an appearance of an improper agreement with competitors are prohibited.

Antitrust

Antitrust laws in the United States encourage companies to compete aggressively to increase their sales, market share, and profits. Kohl's believes in free and open competition, and fully complies with these laws.

This section very briefly summarizes several issues common to many of the antitrust

laws. Training and more detailed information are available from the Legal Department for any Associate who has a question or concern. It is the responsibility of any individual who has a question about potential antitrust implications of a discussion, decision or action to consult with Kohl's General Counsel before such action has taken place.

Kohl's Associates or agents may not enter into any formal or informal agreement with competitors that fixes prices, or allocates production, sales territories, products, customers or suppliers.

Agreements with manufacturers or suppliers that establish the resale price of a product or limit a competitor's right to purchase the product are also prohibited in many jurisdictions.

Decisions to price merchandise below cost, and certain other pricing policies may also be constrained. Kohl's representatives may never exchange information with competitors regarding pricing, marketing, production or customers without consulting with Kohl's General Counsel. The monetary cost of antitrust violations, even unintentional ones, can run into the millions of dollars in fines and penalties. The cost to Kohl's reputation is much greater.

VII. We have a responsibility to the communities and countries in which we do business, and to the environment that sustains us all.

Kohl's actively seeks opportunities to contribute to the communities in which we do business.

The Law

The first and foremost obligation of responsible citizenship is to obey the laws of every country and community in which Kohl's does business. The fact that in some countries certain standards of conduct are legally prohibited, but these prohibitions are not subject to public criticism or censure, will not excuse an illegal action by a Kohl's Associate. If compliance with United States law appears to conflict with local law, Associates should discuss their concerns with Kohl's General Counsel.

Community Commitment

Kohl's is proud of its contribution to the economic and social development of the locations where it has operations. No one in the Company, however, may bring undue pressure on another Associate to contribute to a charitable organization. In addition, all corporate contributions to charitable organizations must be consistent with Kohl's best interest. Kohl's policy is to make corporate contributions to benefit Kohl's and the communities it serves rather than to advance the personal stature or interests of an Associate of Kohl's. All requests for charitable contributions should be made to the SR VP of Marketing. Solicitation of vendors for company sponsored charitable events is not permissible.

Environment

Kohl's is committed to protecting and enhancing the quality of the environment. Kohl's will meet applicable environmental laws and regulations in its facilities.

Individual Political Activities

Kohl's respects the right of each of its Associates to participate in the political process and to engage in political activities of his or her choosing. While involved in their personal civic and personal affairs, however, Associates must at all times make clear that their view and actions are their own, and not those of Kohl's. Associates may not use Kohl's resources to support their choice of political parties, causes, or candidates.

Corporate Political Activities/Foreign Corrupt Practices Act

U.S. law generally prohibits corporate contributions of any kind to a candidate, political party or political committee in connection with an U.S. federal election. Where contributions for political candidates or campaigns are permitted by law, prior written approval of Kohl's General Counsel must be obtained before making any contribution, whether it is financial or a contribution in kind.

Lobbying activity on behalf of the interests of Kohl's is permissible, but highly regulated by law. Associates who communicate with government officials and Associates on issues that affect Kohl's should contact Kohl's General Counsel to ensure that such activities fully comply with the law and that Kohl's lobbying efforts are coordinated.

Outside the U.S., Kohl's will honor local laws and applicable U.S. laws, including the Foreign Corrupt Practices Act. The FCPA prohibits Kohl's from directly or indirectly offering, promising to pay or authorizing the payment of money or anything of value to foreign government officials, parties, or candidates for the purpose of influencing the acts or decisions of foreign officials. Certain minor payments to foreign government officials, made to expedite or secure the performance of "routine governmental action," may not violate U.S. law. Consult with Kohl's General Counsel before making or authorizing any payment of this type.

Government Requests

Kohl's cooperates with every reasonable request from government agencies and authorities. Kohl's is entitled to all of the safeguards provided by law to a person being investigated, including representation by legal counsel from the very beginning of the investigation. All requests for information other than what is provided on a routine basis must be reported to Kohl's General Counsel immediately, and the Legal Department's guidance must be received before responding to any such request. All information provided to government authorities, whether written or otherwise, must be truthful and accurate. Never mislead any investigator or other government official and never alter or destroy documents or records in response to an imminent, pending or ongoing

investigation, audit or examination by any government agency. The destruction or falsification of any document, record or other object, including computer files, in order to impede a government investigation, audit or examination is unlawful and may lead to prosecution for obstruction of justice.

International Trade Regulations

U.S. laws govern the conduct of international trade for Kohl's business, and several are summarized below. Associates involved with international trade must consult with Kohl's General Counsel if they have any questions or concerns.

Anti-boycott: Kohl's Associates and its agents may not by law cooperate in any way with an unsanctioned foreign boycott of countries friendly to the United States. The largest international boycott today is the boycott of Israel and the related blacklist of companies doing business with Israel by certain Arab countries. Any request for information or action that seems to be related to this or any illegal boycott should be immediately forwarded to Kohl's General Counsel.

Export Control: Several U.S. laws restrict United States trade with certain countries. Kohl's operations worldwide must comply with U.S. export restrictions as well as applicable export control laws of all countries where they conduct Kohl's business. Associates and agents uncertain of the legal trade status of any country are responsible for contacting Kohl's General Counsel.

VIII. To Report a Suspected Violation

Kohl's asks any Associate suspecting a violation of these standards to report it immediately. Kohl's will investigate and react to each instance efficiently, confidentially and effectively.

To report a suspected violation, Associates are strongly encouraged to:

- Discuss the matter with your manager;
- Raise the matter with your pyramid head;
- Contact the Senior VP of Human Resources;
- Contact Kohl's General Counsel;
- Contact one of the principals;
- Call our "integrity hotline" at 1-800-837-7297; or
- Store Associates may mail a "Silent Witness" mailer to Corporate Loss Prevention.

Reports to principals and through the Kohl's "integrity hotline" may be made anonymously. Anonymous callers will be advised if additional information is required before an effective investigation can take place. Callers who wish to follow up on their call will be assigned a confidential designation.

Kohl's, to the extent permitted by law and consistent with its objectives to enforce these

standards, will endeavor to keep confidential the identity of any Associate reporting a violation or any Associate alleged to have committed a violation. Kohl's will not tolerate a failure to maintain confidentiality during any investigation nor retaliation of any kind to or against the reporter(s). Retaliation and failure to maintain confidentiality are strictly prohibited and may be grounds for immediate termination of employment and possible legal action.

Last Revised on: August 10, 2010

ACKNOWLEDGEMENT OF RECEIPT AND COMPLIANCE

I have received a copy of Kohl’s Ethical Standards and Responsibilities.

To the best of my knowledge and belief, I am in compliance with the policies and guidelines set forth in these standards. Also, in order to obtain the Company’s advice about compliance with these policies and guidelines, I have presented to the Company any investment or relationship which may be deemed a conflict of interest with my duties and responsibilities as a member of Kohl’s management team.

I understand that strict adherence to these policies and guidelines is required and that violation is grounds for disciplinary action, including employment termination.

I further understand that these policies and guidelines in no way affect the applicability of other Kohl’s policies appearing in manuals, bulletins, handbooks, application for employment forms, etc.

Associate Name (type or print)

Associate Signature

Date Signed

Location Name and Number