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

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 28, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from ________ to _________

Commission file number 1-11084

KOHL'S

KOHL'S CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin	**39-1630919**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
N56 W17000 Ridgewood Drive, Menomonee Falls, Wisconsin	**53051**
(Address of principal executive offices)	(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $.01 par value	KSS	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
		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 pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: November 24, 2023 Common Stock, Par Value $0.01 per Share, 110,712,124 shares outstanding.

KOHL'S CORPORATION
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

KOHL'S CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(Dollars in Millions)	October 28, 2023	January 28, 2023	October 29, 2022
Assets			
Current assets:			
Cash and cash equivalents	**$190**	$153	$194
Merchandise inventories	**4,239**	3,189	4,874
Other	**291**	394	366
Total current assets	**4,720**	3,736	5,434
Property and equipment, net	**7,861**	7,926	8,117
Operating leases	**2,492**	2,304	2,318
Other assets	**394**	379	365
Total assets	**$15,467**	$14,345	$16,234
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	**$1,918**	$1,330	$2,014
Accrued liabilities	**1,324**	1,220	1,436
Borrowings under revolving credit facility	**625**	85	668
Current portion of:			
Long-term debt	**111**	275	164
Finance leases and financing obligations	**84**	94	95
Operating leases	**94**	111	109
Total current liabilities	**4,156**	3,115	4,486
Long-term debt	**1,638**	1,637	1,747
Finance leases and financing obligations	**2,714**	2,786	2,791
Operating leases	**2,780**	2,578	2,595
Deferred income taxes	**107**	129	165
Other long-term liabilities	**321**	337	354
Shareholders' equity:			
Common stock	**2**	4	4
Paid-in capital	**3,514**	3,479	3,319
Treasury stock, at cost	**(2,568)**	(13,715)	(13,551)
Retained earnings	**2,803**	13,995	14,324
Total shareholders' equity	**$3,751**	$3,763	$4,096
Total liabilities and shareholders' equity	**$15,467**	$14,345	$16,234

See accompanying Notes to Consolidated Financial Statements

KOHL'S CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended		Nine Months Ended	
(Dollars in Millions, Except per Share Data)	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	**$3,843**	$4,052	**$10,876**	$11,386
Other revenue	**211**	225	**644**	693
Total revenue	**4,054**	4,277	**11,520**	12,079
Cost of merchandise sold	**2,349**	2,541	**6,638**	7,013
Operating expenses:				
Selling, general, and administrative	**1,360**	1,334	**3,902**	3,910
Depreciation and amortization	**188**	202	**562**	608
Operating income	**157**	200	**418**	548
Interest expense, net	**89**	81	**262**	226
Income before income taxes	**68**	119	**156**	322
Provision for income taxes	**9**	22	**25**	68
Net income	**$59**	$97	**$131**	$254
Net income per share:				
Basic	**$0.54**	$0.82	**$1.19**	$2.05
Diluted	**$0.53**	$0.82	**$1.18**	$2.02

See accompanying Notes to Consolidated Financial Statements

KOHL'S CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

	Three Months Ended		Nine Months Ended	
(Dollars in Millions, Except per Share Data)	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Common stock				
Balance, beginning of period	**$2**	$4	**$4**	$4
Stock-based awards	**—**	—	**—**	—
Retirement of treasury stock	**—**	—	**(2)**	—
Balance, end of period	**$2**	$4	**$2**	$4
Paid-in capital				
Balance, beginning of period	**$3,502**	$3,406	**$3,479**	$3,375
Stock-based awards	**12**	13	**35**	44
Accelerated share repurchase pending final settlement	**—**	(100)	**—**	(100)
Balance, end of period	**$3,514**	$3,319	**$3,514**	$3,319
Treasury stock				
Balance, beginning of period	**$(2,569)**	$(13,151)	**$(13,715)**	$(12,975)
Treasury stock purchases	**—**	(400)	**—**	(558)
Stock-based awards	**—**	(1)	**(13)**	(21)
Dividends paid	**1**	1	**3**	3
Retirement of treasury stock	**—**	—	**11,157**	—
Balance, end of period	**$(2,568)**	$(13,551)	**$(2,568)**	$(13,551)
Retained earnings				
Balance, beginning of period	**$2,800**	$14,285	**$13,995**	$14,257
Net income	**59**	97	**131**	254
Dividends paid	**(56)**	(58)	**(168)**	(187)
Retirement of treasury stock	**—**	—	**(11,155)**	—
Balance, end of period	**$2,803**	$14,324	**$2,803**	$14,324
Total shareholders' equity, end of period	**$3,751**	$4,096	**$3,751**	$4,096
Common stock				
Shares, beginning of period	**161**	377	**378**	377
Stock-based awards	**—**	—	**—**	—
Retirement of treasury stock	**—**	—	**(217)**	—
Shares, end of period	**161**	377	**161**	377
Treasury stock				
Shares, beginning of period	**(50)**	(249)	**(267)**	(246)
Treasury stock purchases	**—**	(11)	**—**	(14)
Retirement of treasury stock	**—**	—	**217**	—
Shares, end of period	**(50)**	(260)	**(50)**	(260)
Total shares outstanding, end of period	**111**	117	**111**	117
Dividends paid per common share	**$0.50**	$0.50	**$1.50**	$1.50

See accompanying Notes to Consolidated Financial Statements

KOHL'S CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Dollars in Millions)	Nine Months Ended October 28, 2023	Nine Months Ended October 29, 2022
Operating activities		
Net income	**$131**	$254
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	**562**	608
Share-based compensation	**31**	37
Deferred income taxes	**(25)**	(41)
Non-cash lease expense	**70**	81
Other non-cash items	**13**	12
Changes in operating assets and liabilities:		
Merchandise inventories	**(1,046)**	(1,802)
Other current and long-term assets	**66**	102
Accounts payable	**588**	331
Accrued and other long-term liabilities	**58**	76
Operating lease liabilities	**(69)**	(83)
Net cash provided by (used in) operating activities	**379**	(425)
Investing activities		
Acquisition of property and equipment	**(495)**	(733)
Proceeds from sale of real estate	**15**	31
Other	**(11)**	—
Net cash used in investing activities	**(491)**	(702)
Financing activities		
Net borrowings under revolving credit facility	**540**	668
Treasury stock purchases	**—**	(658)
Shares withheld for taxes on vested restricted shares	**(13)**	(21)
Dividends paid	**(165)**	(184)
Repayment of long-term borrowings	**(164)**	—
Finance lease and financing obligation payments	**(68)**	(81)
Proceeds from financing obligations	**19**	9
Proceeds from stock option exercises	**—**	1
Net cash provided by (used in) financing activities	**149**	(266)
Net increase (decrease) in cash and cash equivalents	**37**	(1,393)
Cash and cash equivalents at beginning of period	**153**	1,587
Cash and cash equivalents at end of period	**$190**	$194
Supplemental information		
Interest paid, net of capitalized interest	**$229**	$190
Income taxes paid	**41**	53

See accompanying Notes to Consolidated Financial Statements

KOHL'S CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for fiscal year end Consolidated Financial Statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the Consolidated Financial Statements and related footnotes included in our Annual Report on Form 10-K for the fiscal year ended January 28, 2023 (Commission File No. 1-11084) as filed with the Securities and Exchange Commission ("SEC").

Due to the seasonality of the business of Kohl's Corporation (the "Company," "Kohl's," "we," "our," or "us"), results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

We operate as a single business unit.

Treasury Stock

We retired 217 million shares of treasury stock during the first quarter of 2023. The shares were returned to the status of authorized but unissued shares. The retirement of treasury stock is recognized as a deduction from common stock for the shares' par value and any excess of cost over par as a deduction from retained earnings.

Recent Accounting Pronouncements

We do not expect that any recently issued accounting pronouncements will have a material impact on our Consolidated Financial Statements.

2. Revenue Recognition

The following table summarizes Net sales by line of business:

	Three Months Ended		Nine Months Ended	
(Dollars in Millions)	**October 28, 2023**	**October 29, 2022**	**October 28, 2023**	**October 29, 2022**
Women's	**$1,007**	$1,106	**$3,094**	$3,422
Men's	**792**	867	**2,296**	2,442
Accessories (including Sephora)	**620**	498	**1,703**	1,346
Home	**494**	566	**1,389**	1,593
Children's	**562**	599	**1,352**	1,424
Footwear	**368**	416	**1,042**	1,159
Net Sales	**$3,843**	$4,052	**$10,876**	$11,386

Unredeemed gift cards and merchandise return card liabilities totaled $279 million as of October 28, 2023, $356 million as of January 28, 2023, and $285 million as of October 29, 2022. In the third quarter of 2023 and 2022, net sales recognized from gift cards redeemed in the current period and issued in prior years totaled $22 million in both periods. Year to date 2023 and 2022, net sales of $126 million and $135 million, respectively, were recognized during the current period from gift cards redeemed during the current year and issued in prior years.

3. Debt

Outstanding borrowings under the revolving credit facility, recorded as short-term debt, were $625 million as of October 28, 2023. An amount of $85 million under the revolving credit facility was outstanding as of January 28, 2023. Additionally, an amount of $668 million was outstanding at October 29, 2022 under our previous credit agreement.

Long-term debt, which excludes borrowings on the revolving credit facility, consists of the following unsecured debt:

			Outstanding		
Maturity (Dollars in Millions)	**Effective Rate at Issuance**	**Coupon Rate**	**October 28, 2023**	**January 28, 2023**	**October 29, 2022**
2023	3.25%	3.25%	**$—**	$164	$164
2023	4.78%	4.75%	**111**	111	111
2025	9.50%	10.75%	**113**	113	113
2025	4.25%	4.25%	**353**	353	353
2029	7.36%	7.25%	**42**	42	42
2031	3.40%	4.63%	**500**	500	500
2033	6.05%	6.00%	**112**	112	112
2037	6.89%	6.88%	**101**	101	101
2045	5.57%	5.55%	**427**	427	427
Outstanding unsecured senior debt			**1,759**	1,923	1,923
Unamortized debt discounts and deferred financing costs			**(10)**	(11)	(12)
Current portion of unsecured senior debt			**(111)**	(275)	(164)
Long-term unsecured senior debt			**$1,638**	$1,637	$1,747
Effective interest rate at issuance			**5.04%**	4.89%	4.89%

Our estimated fair value of unsecured senior long-term debt is determined using Level 1 inputs, using financial instruments with unadjusted, quoted prices listed on active market exchanges. The estimated fair value of our unsecured senior debt was $1.3 billion at October 28, 2023, $1.6 billion at January 28, 2023, and $1.5 billion at October 29, 2022.

In February 2023, $164 million in aggregate principal amount of our 3.25% notes matured and was repaid.

During the first quarter of 2023, S&P downgraded our senior unsecured credit rating from BB+ to BB and Moody's downgraded our rating from Ba2 to Ba3. As a result of the downgrades, the interest rate on our 3.375% notes due May 2031 and 9.50% notes due May 2025 increased 50 basis points in May 2023 due to the coupon adjustment provisions within these notes. In 2022, our credit rating was also downgraded which resulted in the interest rates increasing 75 basis points, of which 25 basis points was effective in 2022 and the remaining 50 basis points became effective in May 2023. In total, the interest rate of both these notes have increased 125 basis points since their issuance.

Our various debt agreements contain covenants including limitations on additional indebtedness and certain financial tests. As of October 28, 2023, we were in compliance with all covenants of the various debt agreements.

4. Leases

We lease certain property and equipment used in our operations. Some of our store leases include additional rental payments based on a percentage of sales over contractual levels or payments that are adjusted periodically for inflation. Our typical store lease has an initial term of 20 to 25 years and four to eight five-year renewal options.

Lease assets represent our right to use an underlying asset for the lease term. Lease assets are recognized at commencement date based on the value of the lease liability and are adjusted for any lease payments made to the lessor at or before commencement date, minus any lease incentives received and any initial direct costs incurred by the lessee.

Lease liabilities represent our contractual obligation to make lease payments. At the commencement date, the lease liabilities equal the present value of minimum lease payments over the lease term. As the implicit interest rate is not readily identifiable in our leases, we estimate our collateralized borrowing rate to calculate the present value of lease payments.

Leases with a term of 12 months or less are excluded from the balance; we recognize lease expense for these leases on a straight-line basis over the lease term. We combine lease and non-lease components for new and modified leases.

We opened 56 full size Sephora at Kohl's shop-in-shops ("Sephora shops") in the third quarter of 2023 and now have 857 full size Sephora shops open as of the end of the third quarter of 2023. Due to the investments we are making in the full size Sephora shops, we reassessed our lease term when construction began as these assets will have significant economic value to us when the lease term becomes exercisable. The impact of these assessments resulted in additional lease term, additional lease assets and liabilities, and, in some cases, changes to the classification.

The following tables summarize our operating and finance leases, which are predominately store related, and where they are presented in our Consolidated Financial Statements:

Consolidated Balance Sheets				
(Dollars in Millions)	Classification	October 28, 2023	January 28, 2023	October 29, 2022
Assets				
Operating leases	Operating leases	**$2,492**	$2,304	$2,318
Finance leases	Property and equipment, net	**1,923**	2,033	2,066
Total operating and finance leases		**$4,415**	$4,337	$4,384
Liabilities				
Current				
Operating leases	Current portion of operating leases	**94**	111	109
Finance leases	Current portion of finance leases and financing obligations	**75**	76	78
Noncurrent				
Operating leases	Operating leases	**2,780**	2,578	2,595
Finance leases	Finance leases and financing obligations	**2,270**	2,344	2,346
Total operating and finance leases		**$5,219**	$5,109	$5,128

Consolidated Statement of Operations		Three Months Ended		Nine Months Ended	
(Dollars in Millions)	Classification	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Operating leases	Selling, general, and administrative	**$68**	$64	**$202**	$197
Finance leases					
Amortization of leased assets	Depreciation and amortization	**30**	33	**92**	94
Interest on leased assets	Interest expense, net	**36**	36	**108**	104
Total operating and finance leases		**$134**	$133	**$402**	$395

Consolidated Statement of Cash Flows	Nine Months Ended	
(Dollars in Millions)	October 28, 2023	October 29, 2022
Cash paid for amounts included in the measurement of leased liabilities		
Operating cash flows from operating leases	**$202**	$200
Operating cash flows from finance leases	**105**	99
Financing cash flows from finance leases	**59**	65

The following table summarizes future lease payments by fiscal year:

(Dollars in Millions)	October 28, 2023		
	Operating Leases	Finance Leases	Total
2023	$56	$52	$108
2024	267	213	480
2025	260	207	467
2026	254	206	460
2027	255	206	461
After 2027	4,097	3,530	7,627
Total lease payments	$5,189	$4,414	$9,603
Amount representing interest	(2,315)	(2,069)	(4,384)
Lease liabilities	$2,874	$2,345	$5,219

The following table summarizes weighted-average remaining lease term and discount rate:

	October 28, 2023	January 28, 2023
Weighted-average remaining term (years)		
Operating leases	**20**	20
Finance leases	**20**	20
Weighted-average discount rate		
Operating leases	**6%**	6%
Finance leases	**6%**	6%

Other lease information is as follows:

(Dollars in Millions)	Nine Months Ended	
	October 28, 2023	October 29, 2022
Property and equipment acquired (disposed) through exchange of:		
Finance lease liabilities	**$(23)**	$714
Operating lease liabilities	**247**	167

Financing Obligations

The following tables summarize our financing obligations, which are all store related, and where they are presented in our Consolidated Financial Statements:

Consolidated Balance Sheets				
(Dollars in Millions)	Classification	October 28, 2023	January 28, 2023	October 29, 2022
Assets				
Financing obligations	Property and equipment, net	**$45**	$49	$50
Liabilities				
Current	Current portion of finance leases and financing obligations	**9**	18	17
Noncurrent	Finance leases and financing obligations	**444**	442	445
Total financing obligations		**$453**	$460	$462

Consolidated Statement of Operations		Three Months Ended		Nine Months Ended	
(Dollars in Millions)	Classification	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Amortization of financing obligation assets	Depreciation and amortization	**1**	1	**4**	5
Interest on financing obligations	Interest expense, net	**19**	16	**52**	43
Total financing obligations		**$20**	$17	**$56**	$48

Consolidated Statement of Cash Flows	Nine Months Ended	
(Dollars in Millions)	October 28, 2023	October 29, 2022
Cash paid for and proceeds from amounts included in the measurement of financing obligations		
Operating cash flows from financing obligations	**$51**	$42
Financing cash flows from financing obligations	**9**	16
Proceeds from financing obligations	**19**	9

The following table summarizes future financing obligation payments by fiscal year:

	October 28, 2023
(Dollars in Millions)	Financing Obligations
2023	$19
2024	78
2025	79
2026	79
2027	79
After 2027	1,242
Total lease payments	$1,576
Non-cash gain on future sale of property	115
Amount representing interest	(1,238)
Financing obligation liability	$453

The following table summarizes the weighted-average remaining term and discount rate for financing obligations:

	October 28, 2023	January 28, 2023
Weighted-average remaining term (years)	**17**	13
Weighted-average discount rate	**16%**	14%

5. Stock-Based Awards

The following table summarizes our stock-based awards activity for the nine months ended October 28, 2023:

	Nonvested Restricted Stock Awards and Units		Performance Share Units	
(Shares and Units in Thousands)	Shares	Weighted Average Grant Date Fair Value	Units	Weighted Average Grant Date Fair Value
Balance - January 28, 2023	2,439	$39.40	813	$45.87
Granted	2,130	22.71	755	20.22
Exercised/vested	(883)	39.18	(582)	23.78
Forfeited/expired	(338)	32.99	(112)	63.30
Balance - October 28, 2023	**3,348**	**$29.49**	**874**	**$36.19**

In 2019, we issued 1,747,441 stock warrants. The total vested and unvested warrants as of October 28, 2023 were 1,397,953 and 349,488, respectively.

6. Contingencies

On September 2, 2022, Sean Shanaphy, an alleged shareholder of the Company, filed a putative class action lawsuit in the U.S. District Court for the Eastern District of Wisconsin alleging violations of Sections 10(b), 14(a) and 20(a) of the Securities and Exchange Act of 1934 and certain rules promulgated thereunder. Shanaphy v. Kohl's Corporation, No. 2:22-cv- 01016-LA (E.D. Wis.). The plaintiff asserts claims on behalf of persons and entities that purchased or otherwise acquired the Company's securities between October 20, 2020 and May 19, 2022 (the "Class Period"), and seeks compensatory damages, interest, fees, and costs. The complaint alleges that members of the putative class suffered losses as a result of (1) false or misleading statements and withholding of information regarding the conception, execution, and outcomes of the Company's strategic plan announced on October 20, 2020 and the Company's financial results for the first quarter of fiscal 2022 and (2) the Company's internal controls over financial reporting, disclosure controls, and corporate governance mechanisms. The case is in its early stages. On May 23, 2023, the court appointed Thomas Frame as lead plaintiff. On October 19, 2023, the lead plaintiff filed an amended complaint with substantially similar claims and allegations which named the Company, certain of its current and former directors and its Chief Financial Officer as defendants and revised the Class Period to be August 19, 2021 to July 1, 2022. The Company intends to file a motion to dismiss the complaint and to vigorously defend against these claims. Due to the early stages of this matter, the Company is unable to estimate a reasonably possible range of loss, if any, that may result from this matter.

In addition to what is noted above, we are subject to certain legal proceedings and claims arising out of the ordinary conduct of our business. In the opinion of management, the outcome of these proceedings and claims will not have a material adverse effect on our Consolidated Financial Statements.

7. Income Taxes

The effective income tax rate for the third quarter of 2023 was 13.3% compared to 18.3% for the third quarter of 2022. Year to date, the rate was 16.4% and 21.1% for 2023 and 2022, respectively. The third quarter and year to date rates reflect the recognition of favorable tax items in both 2023 and 2022.

8. Net Income Per Share

Basic net income per share is net income divided by the average number of common shares outstanding during the period. Diluted net income per share includes incremental shares assumed for share-based units and awards and stock warrants. Potentially dilutive shares include unvested restricted stock units and awards, performance share units, and warrants outstanding during the period, using the treasury stock method. Potentially dilutive shares are excluded from the computations of diluted net income per share if their effect would be anti-dilutive.

The information required to compute basic and diluted net income per share is as follows:

	Three Months Ended		Nine Months Ended	
(Dollars and Shares in Millions, Except per Share Data)	**October 28, 2023**	**October 29, 2022**	**October 28, 2023**	**October 29, 2022**
Numerator—Net income	**$59**	$97	**$131**	$254
Denominator—Weighted-average shares:				
Basic	**110**	118	**110**	124
Dilutive impact	**1**	1	**1**	2
Diluted	**111**	119	**111**	126
Net income per share:				
Basic	**$0.54**	$0.82	**$1.19**	$2.05
Diluted	**$0.53**	$0.82	**$1.18**	$2.02

The following potentially dilutive shares of common stock were excluded from the diluted net income per share calculation because their effect would have been anti-dilutive:

	Three Months Ended		Nine Months Ended	
(Shares in Millions)	**October 28, 2023**	**October 29, 2022**	**October 28, 2023**	**October 29, 2022**
Anti-dilutive shares	**3**	3	**3**	3

9. Subsequent Events

On November 7, 2023, the Board of Directors of Kohl's Corporation declared a quarterly cash dividend of $0.50 per share. The dividend will be paid on December 20, 2023, to all shareholders of record at the close of business on December 6, 2023.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

For purposes of the following discussion, unless noted, all references to "the quarter” and “the third quarter” are for the three fiscal months (13 weeks) ended October 28, 2023 or October 29, 2022. References to "year to date" are for the nine fiscal months (39 weeks) ended October 28, 2023 or October 29, 2022. References to "the first quarter" are for the three fiscal months (13 weeks) ended April 29, 2023 or April 30, 2022. References to "the second quarter" are for the three fiscal months (13 weeks) ended July 29, 2023 or July 30, 2022.

This Form 10-Q contains “forward-looking statements” made within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "believes," "anticipates," "plans," "may," "intends," "will," "should," "expects," and similar expressions are intended to identify forward-looking statements. Forward-looking statements include the information under “2023 Financial and Capital Allocation Outlook,” as well as statements about our future sales or financial performance and our plans, performance, and other objectives, expectations, or intentions, such as statements regarding our liquidity, debt service requirements, planned capital expenditures, future store initiatives, and adequacy of capital resources and reserves. Forward-looking statements are based on management’s then-current views and assumptions and, as a result, are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. Any such forward-looking statements are qualified by the important risk factors, described in Part I Item 1A of our 2022 Form 10-K, or disclosed from time to time in our filings with the SEC, that could cause actual results to differ materially from those predicted by the forward-looking statements. Forward-looking statements relate to the date initially made and we undertake no obligation to update them.

Executive Summary

Kohl's is a leading omnichannel retailer operating 1,170 stores and a website (www.Kohls.com) as of October 28, 2023. Our Kohl's stores and website sell moderately-priced private and national brand apparel, footwear, accessories, beauty, and home products. Our Kohl's stores generally carry a consistent merchandise assortment with some differences attributable to local preferences and store size, as well as Sephora shops. Our website includes merchandise which is available in our stores, as well as merchandise that is available only online.

Key financial results for the quarter included:

- Net sales decreased 5.2%, to $3.8 billion, with comparable sales down 5.5%.
- Gross margin as a percentage of net sales was 38.9%, an increase of 158 basis points to last year.
- Selling, general & administration ("SG&A") expenses increased 1.9%, to $1.4 billion. As a percentage of total revenue, SG&A expenses were 33.5%, an increase of 235 basis points to last year.
- Operating income was $157 million compared to $200 million in the prior year. As a percentage of total revenue, operating income was 3.9%, a decrease of 82 basis points to last year.
- Net income was $59 million, or $0.53 per diluted share. This compares to net income of $97 million, or $0.82 per diluted share in the prior year.
- Inventory was $4.2 billion, a decrease of 13% to last year.
- Operating cash flow was $151 million.

Our Strategy

Kohl's is focused on delivering long-term shareholder value by driving improved sales and profitability through four key strategies: driving top line growth, delivering a long-term operating margin of 7% to 8%, maintaining disciplined capital management, and sustaining an agile, accountable, and inclusive culture. In 2023, the Company outlined the following priorities to drive this strategy: enhancing the customer experience, accelerating and simplifying our value strategies, managing inventory and expenses with discipline, and strengthening the balance sheet.

2023 Financial and Capital Allocation Outlook

For the full year 2023, the Company updates its financial outlook and currently expects the following:

- Net sales: A decrease of (2.8%) to (4%), including the impact of the 53rd week which is worth approximately 1%. This compares to the Company's prior guidance of a decrease of (2%) to (4%).
- Operating margin: Approximately 4.0%, which is consistent with the Company's prior guidance.
- Diluted earnings per share: In the range of $2.30 to $2.70, excluding any non-recurring charges. This compares to the Company's prior guidance range of $2.10 to $2.70.
- Capital expenditures: Towards the lower end of $600 million to $650 million, including expansion of its Sephora partnership and store refresh activity.

Results of Operations

Total Revenue

	Three Months Ended			Nine Months Ended		
(Dollars in Millions)	**October 28, 2023**	**October 29, 2022**	**Change**	**October 28, 2023**	**October 29, 2022**	**Change**
Net sales	**$3,843**	$4,052	$(209)	**$10,876**	$11,386	$(510)
Other revenue	**211**	225	(14)	**644**	693	(49)
Total revenue	**$4,054**	$4,277	$(223)	**$11,520**	$12,079	$(559)

Net sales decreased 5.2% in the third quarter of 2023 and 4.5% year to date 2023.

- Comparable sales decreased 5.5% in the third quarter of 2023 and 5.0% year to date 2023 driven by lower digital sales. Digital sales decreased 16.5% in the third quarter of 2023 and 18% year to date 2023. Digital sales continue to be impacted by the elimination of online-only promotions as we worked to simplify our value strategies. Digital penetration represented 26% of net sales in the third quarter and 25% year to date 2023. Store sales in the third quarter of 2023 decreased 1% and were slightly positive year to date 2023.
- From a line of business perspective, Accessories, which includes Sephora, outperformed the Company average for the third quarter and year to date 2023. Total beauty sales increased more than 70 percent in the third quarter.

Net sales includes revenue from the sale of merchandise, net of expected returns and deferrals due to future performance obligations, and shipping revenue.

Comparable sales is a measure that highlights the performance of our stores and digital channel by measuring the change in sales for a period over the comparable, prior-year period of equivalent length. Comparable sales includes all store and digital sales, except sales from stores open less than 12 months, stores that have been closed, and stores that have been relocated where square footage has changed by more than 10%. We measure the change in digital sales by including all sales initiated online or through mobile applications, including omnichannel transactions which are fulfilled through our stores.

We measure digital penetration as digital sales over net sales. These amounts do not take into consideration fulfillment node, digital returns processed in stores, and coupon behaviors.

Comparable sales and digital penetration measures vary across the retail industry. As a result, our comparable sales calculation and digital penetration may not be consistent with the similarly-titled measures reported by other companies.

Other revenue, which is primarily our credit business, decreased $14 million in the third quarter and $49 million year to date 2023. The decrease is driven by payment trend declines and increasing credit loss rates.

As it relates to our credit business and recent regulatory developments, the Consumer Financial Protection Bureau ("CFPB") has proposed lowering the late fees credit card companies can charge. If enacted as proposed, it would have an impact on our credit card revenues if unmitigated. We are actively pursuing various initiatives to mitigate the effects of this potential ruling including scaling our recently launched co-brand card and other various initiatives with Capital One, our credit partner. We are closely monitoring developments on the issue.

Cost of Merchandise Sold and Gross Margin

	Three Months Ended			Nine Months Ended		
(Dollars in Millions)	**October 28, 2023**	**October 29, 2022**	**Change**	**October 28, 2023**	**October 29, 2022**	**Change**
Net sales	**$3,843**	$4,052	$(209)	**$10,876**	$11,386	$(510)
Cost of merchandise sold	**2,349**	2,541	(192)	**6,638**	7,013	(375)
Gross margin	**$1,494**	$1,511	$(17)	**$4,238**	$4,373	$(135)
Gross margin as a percent of net sales	**38.9%**	37.3%	158 bps	**39.0%**	38.4%	56 bps

Cost of merchandise sold includes the total cost of products sold, including product development costs, net of vendor payments other than reimbursement of specific, incremental, and identifiable costs; inventory shrink; markdowns; freight expenses associated with moving merchandise from our vendors to our distribution centers; shipping expenses for digital sales; and terms cash discount. Our cost of merchandise sold may not be comparable with that of other retailers because we include distribution center and buying costs in selling, general, and administrative expenses while other retailers may include these expenses in cost of merchandise sold.

Gross margin is calculated as net sales less cost of merchandise sold. For the third quarter of 2023, gross margin was 38.9% of net sales, an increase of 158 basis points to last year. Year to date 2023, gross margin was 39.0% of net sales, an increase of 56 basis points to last year. The increase in both the third quarter and year to date 2023 was driven by lower freight costs, reduced digital-related cost of shipping, and the simplification of our value strategies, partially offset by higher product costs. Additionally, year to date 2023 we continue to experience higher shrink.

Selling, General, and Administrative Expense ("SG&A")

	Three Months Ended			Nine Months Ended		
(Dollars in Millions)	**October 28, 2023**	**October 29, 2022**	**Change**	**October 28, 2023**	**October 29, 2022**	**Change**
SG&A	**$1,360**	$1,334	$26	**$3,902**	$3,910	$(8)
As a percent of total revenue	**33.5%**	31.2%	235 bps	**33.9%**	32.4%	150 bps

SG&A includes compensation and benefit costs (including stores, corporate, buying, and distribution centers); occupancy and operating costs of our retail, distribution, and corporate facilities; freight expenses associated with moving merchandise from our distribution centers to our retail stores and among distribution and retail facilities other than expenses to fulfill digital sales; marketing expenses, offset by vendor payments for reimbursement of specific, incremental, and identifiable costs; expenses related to our credit card operations; and other administrative revenues and expenses. We do not include depreciation and amortization in SG&A. The classification of these expenses varies across the retail industry.

Many of our expenses, including store payroll and distribution costs, are variable in nature. These costs generally increase as sales increase and decrease as sales decrease. We measure both the change in these variable expenses and the expense as a percent of revenue. If the expense as a percent of revenue decreased from the prior year, the expense "leveraged". If the expense as a percent of revenue increased over the prior year, the expense "deleveraged".

The following table summarizes the changes in SG&A by expense type:

	Three Months Ended	Nine Months Ended
(Dollars in Millions)	October 28, 2023	October 28, 2023
Marketing	**$(28)**	**$(59)**
Distribution	**(12)**	**(31)**
Corporate and other	**34**	**29**
Store expenses	**32**	**53**
Total Increase (Decrease)	**$26**	**$(8)**

SG&A expenses increased $26 million, or 1.9%, to $1.4 billion in the third quarter of 2023. As a percentage of revenue, SG&A deleveraged by 235 basis points. Year to date 2023, SG&A expenses decreased $8 million, or 0.2%, to $3.9 billion. As a percentage of revenue, SG&A deleveraged by 150 basis points. During the quarter and year to date 2023 increases in store expenses was driven by continued investments in Sephora openings, increased wages, and other store-related expenses. Additionally, general corporate costs increased for both the third quarter and year to date 2023. Year to date 2023, the increase in corporate costs was partially offset by expenses related to the proxy contest and sale process that occurred in the first half of last year. Partially offsetting these SG&A increases were lower marketing and distribution costs. For both the third quarter and year to date 2023, marketing investments were down across all channels and distribution costs decreased due to lower receipts, sales declines, and increased productivity.

Other Expenses

	Three Months Ended			Nine Months Ended		
(Dollars in Millions)	October 28, 2023	October 29, 2022	Change	October 28, 2023	October 29, 2022	Change
Depreciation and amortization	**$188**	$202	$(14)	**$562**	$608	$(46)
Interest expense, net	**89**	81	8	**262**	226	36

The decrease in depreciation and amortization in the third quarter and year to date 2023 was primarily driven by reduced capital spending in technology.

Net interest expense increased in the third quarter and year to date 2023 due to borrowing under the revolving credit facility and Sephora related lease amendments.

Income Taxes

	Three Months Ended			Nine Months Ended		
(Dollars in Millions)	October 28, 2023	October 29, 2022	Change	October 28, 2023	October 29, 2022	Change
Provision for income taxes	**$9**	$22	$(13)	**$25**	$68	$(43)
Effective tax rate	**13.3%**	18.3%		**16.4%**	21.1%	

The third quarter and year to date rates reflect the recognition of favorable tax items in both 2023 and 2022. Due to lower pre-tax income in 2023, the favorable discrete items will have greater impact in 2023.

Seasonality and Inflation

Our business, like that of other retailers, is subject to seasonal influences. Sales and income are typically higher during the back-to-school and holiday seasons. Because of the seasonality of our business, results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

We expect that our operations will continue to be influenced by general economic conditions, including food, fuel and energy prices, employment rates, wage inflation, and costs to source our merchandise, including tariffs. There can be no assurances that such factors will not impact our business in the future.

Liquidity and Capital Resources

Capital Allocation

Our capital allocation strategy is to invest to maximize our overall long-term return and maintain a strong balance sheet, with a long-term objective of achieving an investment grade rating. We follow a disciplined approach to capital allocation based on the following priorities: first we invest in our business to drive long-term profitable growth; second we pay a quarterly dividend; and third we return excess cash to shareholders through our share repurchase program. In addition, when appropriate, we will complete debt reduction transactions.

We will continue to invest in the business, as we plan to invest towards the lower end of $600 to $650 million in 2023, including the expansion of the Sephora shops and store refresh activity. We remain committed to the dividend, and on November 7, 2023, our Board of Directors declared a quarterly cash dividend of $0.50 per share. The dividend will be paid on December 20, 2023 to all shareholders of record at the close of business on December 6, 2023. Last, we retired $164 million of notes due in February 2023, and plan on retiring $111 million of notes due December 2023 when they mature. We are not planning any share repurchases until our balance sheet is strengthened on a path towards the long term target leverage ratio of 2.5 times adjusted earnings before interest, taxes, depreciation, amortization, and rent ("EBITDAR") (utilizing an eight times cash rent calculation for lease obligations).

Our period-end cash and cash equivalents balance decreased to $190 million from $194 million in the third quarter of 2022. Our cash and cash equivalents balance includes short-term investments of $11 million and $8 million as of October 28, 2023, and October 29, 2022, respectively. Our investment policy is designed to preserve principal and liquidity of our short-term investments. This policy allows investments in large money market funds or in highly rated direct short-term instruments. We also place dollar limits on our investments in individual funds or instruments.

The following table presents our primary uses and sources of cash:

Cash Uses	Cash Sources
• Operational needs, including salaries, rent, taxes, and other operating costs • Inventory • Capital expenditures • Dividend payments • Debt reduction • Share repurchases	• Cash flow from operations • Line of credit under our revolving credit facility • Issuance of debt

	Nine Months Ended		
(Dollars in Millions)	October 28, 2023	October 29, 2022	Change
Net cash provided by (used in):			
Operating activities	**$379**	$(425)	$804
Investing activities	**(491)**	(702)	211
Financing activities	**149**	(266)	415

Operating Activities

Our operating cash outflows generally consist of payments to our employees for wages, salaries and other employee benefits, payments to our merchandise vendors for inventory (net of vendor allowances), payments to our shipping carriers, and payments to our landlords for rent. Operating cash outflows also include payments for income taxes and interest payments on our debt borrowings.

Operating activities generated $379 million of cash year to date 2023 compared to $425 million of cash used year to date 2022. Operating cash flow increased year over year due to strong inventory management in 2023.

Investing Activities

Our investing cash outflows include payments for capital expenditures, including investments in new and existing stores, improvements to supply chain, and technology costs. Our investing cash inflows are generally from proceeds from sales of property and equipment.

Investing activities used $491 million of cash year to date 2023 and $702 million year to date 2022. The decrease was primarily driven by fewer rollouts of Sephora shop build-outs and store refreshes undertaken year to date 2023, consistent with our capital expenditure plans for fiscal 2023.

Year to date 2023, we opened 251 full size Sephora shops and 41 small format shops. At the end of the quarter, we had a Sephora presence in over 900 of our stores, including 857 full size 2,500 square foot shops and 46 small format Sephora shops.

Financing Activities

Our financing strategy is to ensure adequate liquidity and access to capital markets. We also strive to maintain a balanced portfolio of debt maturities, while minimizing our borrowing costs. Our ability to access the public debt market has provided us with adequate sources of liquidity. Our continued access to these markets depends on multiple factors, including the condition of debt capital markets, our operating performance, and maintaining strong credit ratings.

During the first quarter of 2023, S&P downgraded our senior unsecured credit rating from BB+ to BB and Moody's downgraded our rating from Ba2 to Ba3 while both also revised their outlook to negative. While Fitch reaffirmed our credit rating, they also revised their outlook to negative.

As of October 28, 2023, our senior unsecured credit ratings and outlook were as follows:

	Moody’s	S&P	Fitch
Long-term debt	Ba3	BB	BBB-
Outlook	Negative	Negative	Negative

As a result of the downgrades, the interest rate on our 3.375% notes due May 2031 and 9.50% notes due May 2025 increased 50 basis points in May 2023 due to the coupon adjustment provisions within these notes. In 2022, our credit rating was also downgraded which resulted in the interest rates increasing 75 basis points, of which 25 basis points was effective in 2022 and the remaining 50 basis points became effective in May 2023. In total, the interest rate of both these notes have increased 125 basis points since their issuance. If our credit ratings are lowered further, our ability to access the public debt markets, our cost of funds, and other terms for new debt issuances could be adversely impacted. Each of the credit rating agencies reviews its rating periodically and there is no guarantee our current credit ratings will remain the same.

The majority of our financing activities generally include proceeds and/or repayments of long-term debt, dividend payments, and repurchases of common stock. Financing cash outflows also include payments to our landlords for leases classified as financing leases and financing obligations.

Financing activities generated $149 million of cash year to date 2023 and used $266 million of cash year to date 2022.

During the year, we drew $540 million on our credit facility. As of October 28, 2023, outstanding borrowings under the revolving credit facility were $625 million and were recorded as short-term debt. As of October 29, 2022, outstanding borrowings under our previous credit agreement were $668 million.

In February 2023, $164 million in aggregate principal amount of our 3.25% notes matured and was repaid.

There was no cash used for treasury stock purchases year to date 2023 compared to $658 million used year to date 2022. Share repurchases are discretionary in nature. The timing and amount of repurchases are based upon available cash balances, our stock price, and other factors. As previously noted, we are not planning any share repurchases until our balance sheet is strengthened on a path towards the long term target leverage ratio of 2.5 times adjusted EBITDAR (utilizing an eight times cash rent calculation for lease obligations).

Cash dividend payments were $165 million ($1.50 per share) year to date 2023 compared to $184 million ($1.50 per share) year to date 2022.

Key Financial Ratios

Key financial ratios that provide certain measures of our liquidity are as follows:

(Dollars in Millions)	October 28, 2023	October 29, 2022
Working capital	**$564**	$948
Current ratio	**1.14**	1.21

Our working capital and inventory levels typically build throughout the fall, peaking during the November and December holiday selling season.

The decrease in our working capital and current ratio is primarily due to a decrease in inventory.

Debt Covenant Compliance

Our senior secured, asset based revolving credit facility contains customary events of default and financial, affirmative and negative covenants, including but not limited to, a springing financial covenant relating to our fixed charge coverage ratio and restrictions on indebtedness, liens, investments, asset dispositions, and restricted payments. As of October 28, 2023, we were in compliance with all covenants and expect to remain in compliance during the remainder of 2023.

Contractual Obligations

There have been no significant changes in the contractual obligations disclosed in our 2022 Form 10-K other than borrowings under our revolving credit facility, which have been disclosed in Note 3 of the Consolidated Financial Statements and discussed under "Liquidity and Capital Resources - Financing Activities."

Off-Balance Sheet Arrangements

We have not provided any financial guarantees arising from arrangements with unconsolidated entities or persons as of October 28, 2023.

We have not created, and are not a party to, any special-purpose or off-balance sheet entities for the purpose of raising capital, incurring debt, or operating our business. We do not have any arrangements or relationships with entities that are not consolidated into our financial statements that are reasonably likely to materially affect our financial condition, liquidity, results of operations, or capital resources.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect reported amounts. Management has discussed the development, selection, and disclosure of its estimates and assumptions with the Audit Committee of our Board of Directors. There have been no significant changes in the critical accounting policies and estimates discussed in our 2022 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no significant changes in the market risks described in our 2022 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (the “Evaluation”) at a reasonable assurance level as of the last day of the period covered by this report.

Based upon the Evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective at the reasonable assurance level. Disclosure controls and procedures are defined by Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act") as controls and other procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving our stated goals under all potential future conditions, regardless of how remote.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended October 28, 2023 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For a description of our legal proceedings, see Note 6, Contingencies, of the notes to our Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q, which is incorporated by reference in response to this item.

Item 1A. Risk Factors

There have been no significant changes in the Risk Factors described in our 2022 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In February 2022, our Board of Directors increased the remaining share repurchase authorization under our existing share repurchase program to $3.0 billion. Purchases under the repurchase program may be made in the open market, through block trades, and other negotiated transactions. We expect to execute the share repurchase program primarily in open market transactions, subject to market conditions. There is no fixed termination date for the repurchase program, and the program may be suspended, discontinued, or accelerated at any time.

The following table contains information for shares of common stock repurchased and shares acquired from employees in lieu of amounts required to satisfy minimum tax withholding requirements upon the vesting of the employees' stock-based compensation during the three fiscal months ended October 28, 2023:

(Dollars in Millions, Except per Share Data)	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 30 - August 26, 2023	6,400	$27.79	—	$2,476
August 27 - September 30, 2023	12,530	$23.45	—	$2,476
October 1 - October 28, 2023	4,095	$17.80	—	$2,476
Total	23,025	$23.65	—	

Item 5. Other Information

Except as noted below, during the three months ended October 28, 2023, no director or Section 16 officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

On September 11, 2023, Jill Timm, the Company's Chief Financial Officer, adopted a Rule 10b5-1 Trading Plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Securities Exchange Act as amended (the "Plan") relating to the sale of up to 45,000 shares of the Company's common stock. Sales under the Plan may commence on or after December 11, 2023. The Plan will expire on September 3, 2025.

Item 6. Exhibits

Exhibit	Description
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibits 101)

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, thereunto duly authorized.

	Kohl's Corporation (Registrant)
Date: November 30, 2023	/s/ Jill Timm
	Jill Timm On behalf of the Registrant and as Chief Financial Officer (Principal Financial Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas A. Kingsbury, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kohl's Corporation;
2. Based on my knowledge, this report does not 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 such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 30, 2023

/s/ Thomas A. Kingsbury
Thomas A. Kingsbury
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jill Timm, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Kohl's Corporation;
2. Based on my knowledge, this report does not 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 such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: November 30, 2023

/s/ Jill Timm
Jill Timm
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF PERIODIC REPORT
BY CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Thomas A. Kingsbury, Chief Executive Officer of Kohl's Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the undersigned's knowledge, on the date of this Certification:

1. This Quarterly Report on Form 10-Q of the Company for the quarterly period ended October 28, 2023 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. That the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 30, 2023

/s/ Thomas A. Kingsbury
Thomas A. Kingsbury
Chief Executive Officer
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION OF PERIODIC REPORT
BY CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Jill Timm, Chief Financial Officer of Kohl's Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to the undersigned's knowledge, on the date of this Certification:

1. This Quarterly Report on Form 10-Q of the Company for the quarterly period ended October 28, 2023 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. That the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 30, 2023	/s/ Jill Timm
	Jill Timm
	Chief Financial Officer
	(Principal Financial Officer)