

Proxy Statement

May 12, 2016

We are providing this notice, proxy statement and annual report to the shareholders of The Kroger Co. ("Kroger") in connection with the solicitation of proxies by the Board of Directors for use at the Annual Meeting of Shareholders to be held on June 23, 2016, at 11:00 a.m. eastern time, at the School for Creative and Performing Arts, Corbett Theater, 108 W. Central Parkway, Cincinnati, Ohio 45202, and at any adjournments thereof.

Our principal executive offices are located at 1014 Vine Street, Cincinnati, Ohio 45202-1100. Our telephone number is 513-762-4000. This notice, proxy statement and annual report, and the accompanying proxy card were first furnished to shareholders on May 12, 2016.

Who can vote?

You can vote if as of the close of business on April 27, 2016, you were a shareholder of record of Kroger common shares.

Who is asking for my vote, and who pays for this proxy solicitation?

Your proxy is being solicited by Kroger's Board of Directors. Kroger is paying the cost of solicitation. We have hired D.F. King & Co., Inc., 48 Wall Street, New York, New York, a proxy solicitation firm to assist us in soliciting proxies and we will pay them a fee estimated not to exceed \$15,000.

We also will reimburse banks, brokers, nominees, and other fiduciaries for postage and reasonable expenses incurred by them in forwarding the proxy material to beneficial owners of our common shares.

Proxies may be solicited personally, by telephone, electronically via the Internet, or by mail.

Who are the members of the Proxy Committee?

Robert D. Beyer, W. Rodney McMullen, and Ronald L. Sargent, all Kroger Directors, are the members of the Proxy Committee for our 2016 Annual Meeting.

How do I vote my proxy?

You can vote your proxy in one of the following ways:

1. *Via the internet*, by visiting www.proxyvote.com.
2. *By telephone*, by calling the number on your proxy card, voting instruction form, or notice.
3. *By mail*, by marking, signing, dating and mailing your proxy card if you requested printed materials, or your voting instruction form. No postage is required if mailed in the United States.
4. *In person*, by attending the meeting in Cincinnati.

What do I need to attend the meeting in person in Cincinnati?

If you plan to attend the meeting, you must bring either: (1) the notice of meeting that was separately mailed to you or (2) the top portion of your proxy card, either of which will be your admission ticket.

You must also bring valid photo identification, such as a driver's license or passport.

Can I change or revoke my proxy?

The common shares represented by each proxy will be voted in the manner you specified unless your proxy is revoked before it is exercised. You may change or revoke your proxy by providing written notice to Kroger's Secretary at 1014 Vine Street, Cincinnati, Ohio 45202-1100, in person at the meeting or by executing and sending us a subsequent proxy.

How many shares are outstanding?

As of the close of business on April 27, 2016, the record date, our outstanding voting securities consisted of 953,786,557 common shares.

How many votes per share?

Each common share outstanding on the record date will be entitled to one vote on each of the 11 director nominees and one vote on each other proposal. Shareholders may not cumulate votes in the election of directors.

What voting instructions can I provide?

You may instruct the proxies to vote “For” or “Against” each proposal. Or you may instruct the proxies to “Abstain” from voting.

What happens if proxy cards or voting instruction forms are returned without instructions?

If you are a registered shareholder and you return your proxy card without instructions, the Proxy Committee will vote in accordance with the recommendations of the Board of Directors.

If you hold shares in street name and do not provide your broker with specific voting instructions on proposals 1, 2, 4, 5, 6 or 7, which are considered non-routine matters, your broker does not have the authority to vote on those proposals. This is generally referred to as a “broker non-vote.” Proposal 3, ratification of auditors, is considered a routine matter and, therefore, your broker may vote your shares according to your broker’s discretion.

The vote required, including the effect of broker non-votes and abstentions for each of the matters presented for shareholder vote, is set forth below.

What are the voting requirements for each of the proposals?

Proposal No. 1, Election of Directors – An affirmative vote of the majority of the total number of votes cast “For” or “Against” a director nominee is required for the election of a director in an uncontested election. A majority of votes cast means that the number of shares voted “For” a director nominee must exceed the number of votes “Against” such director. Broker non-votes and abstentions will have no effect on this proposal.

Proposal No. 2, Advisory Vote to Approve Executive Compensation – Advisory approval by shareholders of executive compensation requires the affirmative vote of the majority of shares participating in the voting. Broker non-votes and abstentions will have no effect on this proposal.

Proposal No. 3, Ratification of Independent Auditors – Ratification by shareholders of the selection of independent public accountants requires the affirmative vote of the majority of shares participating in the voting. Abstentions will have no effect on this proposal.

Proposal Nos. 4, 5, 6 and 7, Shareholder Proposals – The affirmative vote of the majority of shares participating in the voting on a shareholder proposal is required for such proposal to pass. Accordingly, broker non-votes and abstentions will have no effect on these proposals. Proxies will be voted against these proposals unless the Proxy Committee is otherwise instructed on a proxy properly executed and returned.

How does the Board of Directors recommend that I vote?

Proposal	Board Recommendation
Item No. 1, Election of Directors See pages 11-14	FOR
Item No. 2, Advisory Vote to Approve Executive Compensation See page 56	FOR
Item No. 3, Ratification of Independent Auditors See pages 61-62	FOR
Item Nos. 4, 5, 6 and 7, Shareholder Proposals See pages 64-70	AGAINST

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on June 23, 2016

The Notice of 2016 Annual Meeting, Proxy Statement and 2015 Annual Report and the means to vote by internet are available at www.proxyvote.com.