Section 1: DEFA14A (DEFA14A)

THE KROGER CO.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☑ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
  a. Title of each class of securities to which transaction applies:
  b. Aggregate number of securities to which transaction applies:
  c. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
  d. Proposed maximum aggregate value of transaction:
  e. Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  a. Amount previously Paid:
  b. Form, Schedule or Registration Statement No.:
  c. Filing party:
  d. Date Filed:
*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 25, 2020.

THE KROGER CO.

Meeting Information
Meeting Type: Annual Meeting
For holders as of: April 27, 2020
Date: June 25, 2020 Time: 11:00 AM, Eastern Time

The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet please visit www.virtualshareholdermeeting.com/KR2020 and be sure to have the information that is printed in the box marked by the arrow [XXXX XXXX XXXX] (located on the following page).

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.
Before You Vote
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:
COMBINED NOTICE, PROXY STATEMENT, AND ANNUAL REPORT
How to View Online:
Have the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.
How to Request and Receive a PAPER or E-MAIL Copy:
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy.
Please choose one of the following methods to make your request:
1) BY INTERNET: www.proxyvote.com
2) BY TELEPHONE: 1-800-579-1639
3) BY E-MAIL*: sendmaterial@proxyvote.com
* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) in the subject line.
Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.
Please make the request as instructed above on or before June 11, 2020 to facilitate timely delivery.

How To Vote
Please Choose One of the Following Voting Methods

Vote By Internet:
Before The Meeting:
Go to www.proxyvote.com or from a smartphone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.
During The Meeting:
Go to www.virtualshareholdermeeting.com/KR2020. Have the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.
The Board of Directors recommends that you vote FOR the following:

1. Election of Directors
   Nominees:
   1a. Nora A. Aufrère
   1b. Anne Gates
   1c. Karen M. Hoguet
   1d. Susan J. Kropf
   1e. W. Rodney McMullen
   1f. Clyde R. Moore
   1g. Ronald L. Sargent
   1h. Bobby S. Shackoul
   1i. Mark S. Sutton
   1j. Ashok Venuri

The Board of Directors recommends that you vote FOR proposals 2 and 3.

2. Approval, on an advisory basis, of Kroger’s executive compensation.

3. Ratification of PricewaterhouseCoopers LLP as auditors.

The Board of Directors recommends that you vote AGAINST proposals 4 and 5.

4. A shareholder proposal, if properly presented, to issue a report assessing the environmental impacts of using unrecyclable packaging for private label brands.

5. A shareholder proposal, if properly presented, to issue a report on human rights due diligence process in operations and supply chain.

NOTE: Holders of common shares of record at the close of business on April 27, 2020, will be entitled to vote at the meeting.