

CHICO'S FAS, INC.

COMPLAINT PROCEDURES FOR ACCOUNTING MATTERS

Purpose

Chico's FAS, Inc. ("Chico's") is committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices. In this regard, Chico's requires its employees, executive officers and members of its Board of Directors (the "Board") to abide by various policies, including, but not limited to, its Code of Conduct and Insider Trading Policy. In order to facilitate the reporting of complaints regarding insider trading, accounting, internal accounting controls, and auditing matters ("Accounting Matters"), the Audit Committee of the Board (the "Committee") establishes these procedures for the submission, handling and retention of such complaints.

Submission of Complaints

Complaints regarding Accounting Matters may be submitted in the following ways:

- The Company has established a hotline (1-888-361-5813) operated by an independent third party. Complaints may also be submitted to the hotline electronically by visiting <https://www.reportlineweb.com/ChicosFAS>. The hotline is available 24/7 to associates, vendors, suppliers, consultants, service providers and other third parties. Reports may be made on an anonymous or confidential basis. Hotline calls regarding Accounting Matters are directed to Human Resources, Legal and Internal Audit.
- A written complaint may be mailed to: Chico's FAS, Inc. Audit Committee, 11215 Metro Parkway, Fort Myers, FL 33966.
- Any associate wishing to make a complaint about Accounting Matters may directly contact Human Resources, Internal Audit, or Legal.
- All material complaints that are determined to pertain to *bona fide* Accounting Matters, regardless of how submitted, will be forwarded to the Chairperson of the Committee, General Counsel, and the Vice President – Internal Audit.

The Handling of Complaints

Complaints regarding Accounting Matters shall be handled in the following manner:

- Upon receipt by Human Resources, Internal Audit and/or Legal, the recipient shall promptly provide the complaint to the Senior Vice President - Human Resources, Vice President – Internal Audit, or General Counsel, which group shall promptly determine whether the complaint is material and pertains to *bona fide* Accounting Matters, in which event the complaint shall promptly be brought to the attention of the Chairperson.

- Upon receipt, the Chairperson will determine whether the complaint actually pertains to Accounting Matters.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Internal Audit and/or other impartial personnel or independent outside consultants as the Audit Committee determines appropriate.
- The Committee will treat complaints in a confidential manner, to the extent permitted by law and consistent with a complete and appropriate investigation. The Committee will not, to the extent practical and appropriate under the circumstances, disclose the identity of anyone reporting a suspected violation or participating in the investigation.
- The Committee will periodically review the status of any pending complaints to ensure that they are promptly addressed.
- The Committee will take appropriate corrective action when and as warranted in the Committee's judgment.
- If the complainant is known, the Chairperson of the Committee or his designee will advise the complainant of the results of the investigation and its resolution as soon as reasonably possible.

No Retaliation Against Associates

The Company will not discharge, demote, suspend, threaten, harass, change terms and conditions of employment, or in any manner discriminate or retaliate against any associate based upon his or her good faith reporting of complaints regarding Accounting Matters.

Retention of Records Related to Complaints and Investigations

The General Counsel will maintain a log of all complaints relating to Accounting Matters, tracking their receipt, investigation and resolution. The General Counsel will prepare a periodic summary report thereof for the Committee. Copies of complaints and such log will be maintained in accordance with the Company's records management policy.

Provision of Complaint Procedure

A copy of the complaint procedures will be made available upon request and maintained on Chico's website and intranet.

Committee Review of Complaint Procedure

The Committee will periodically review the complaint procedures and prepare summary reports of complaints for the Board. The Committee may amend these procedures from time to time as it deems appropriate or as required by law.