

**CHICO'S FAS, INC.**  
**CODE OF ETHICS**

**I. Introduction and Purpose**

At Chico's FAS, Inc. (the "Company" or "Chico's"), we strive for high productivity within a workplace culture that has a deep commitment to honesty, trust, and respect for all. Every associate and director of Chico's has a responsibility to conduct themselves lawfully and ethically, with integrity and honesty, and proactively to promote ethical behavior throughout the Company. The purpose of this Code of Ethics (the "Code") is to reaffirm and strengthen that commitment to ethical business conduct and to provide a guide to making smart, ethical business decisions in every situation. Abiding by and understating this Code – and applicable laws - is not optional. The Company also expects our Vendors to conduct business with us in a manner consistent with this Code.

For the purposes of this Code, the term "Associate" means any Company employee, executive officer, or member ("Director") of the Company's Board of Directors ("Board").

**II. Conflicts of Interest and Business Ethics**

Associates are expected to advance the Company's interests and to make decisions that affect the Company based on the Company's best interests, independent of outside influences. Associates may not place themselves in a position that would be, or have the appearance of being, in conflict with the interests of Chico's.

A conflict of interest occurs when an Associate's private interests interfere, or even appear to interfere, with the interests of Chico's. A conflict situation can arise when Associates take actions or have financial, familial, or other interests that make it difficult for them to perform their Company work objectively and effectively. An Associate's obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Special rules apply to Associates who engage in conduct that creates an actual, apparent or potential conflict of interest, such as holding a significant financial interest or investment in a Vendor or potential Vendor (as defined below) or competitor of the Company (including any "side business" owned, managed and/or operated by such Associate) or serving on the board of a Vendor or competitor. Before engaging in any such conduct, executive officers and Directors must make full disclosure of all facts and circumstances to the Audit Committee of the Board (the "Audit Committee"). Other Associates must make full disclosure to the Chief Human Resources Officer ("CHRO") and, if an actual conflict exists, may not continue the situation without obtaining a waiver from the CHRO.

While it is not possible to illustrate all of the situations that could result in an actual, apparent or potential conflict of interest, the following are a few examples meant to provide guidelines for the ethical, legal, and socially responsible behavior we expect. If a situation occurs where there may be the potential for a conflict of interest, please speak with Human Resources (“HR”) or the General Counsel to determine if a conflict exists.

#### **A. Acceptance of Gifts or Entertainment**

Associates must avoid the reality or the appearance of improper relations with current or prospective vendors, agents, suppliers, customers or business partners (collectively, “Vendors”). Associates should not accept gifts, other than those of nominal value (\$100 or less). No gift of cash or cash equivalents (such as gift cards or securities) may ever be accepted or solicited. Associates who receive such gifts should report the gift to the CHRO or General Counsel and return them to the giver with a brief explanatory note.

Normal business entertainment, such as lunch, dinner, theater, or a sporting event, is appropriate if reasonable and in the course of a meeting or another business occasion, the purpose of which is to hold *bona fide* business discussions or to foster better business relations. No Associate, however, may solicit or accept tickets or invitations to entertainment when the prospective host will not be present at the event with the Associate. If an Associate receives such a ticket or invitation, the Associate may either return the ticket or invitation to the sender, or write a personal check to such host’s employer for the full value and provide notice to the CHRO or General Counsel.

To guard against a current or prospective Vendor’s efforts to influence business decisions by giving multiple small gifts or extending multiple invitations to a group of Associates – conduct which may not violate the Code were each gift or invitation taken singly, Associates should report all gifts and invitations (no matter how small) to their supervisor and, if such gifts collectively exceed \$100 within a six month time frame, then to the CHRO or General Counsel.

A conflict of interest may arise when a current or potential Vendor offers to pay some or all of your travel expenses. For this reason, you may never accept airfare or lodging from a Vendor for a personal trip and you may not accept airfare or lodging for a business-related trip without first obtaining approval from the highest ranking executive in your business unit. The highest ranking executive of a business unit must receive CEO approval and the CEO must receive approval of the chairperson of the Board committee responsible for governance.

Chico’s recognizes that in some foreign countries it is customary and lawful for business leaders in a host country to give gifts to a company’s associates. Returning the gifts or paying for them may be an affront to the giver. In such a situation, and in all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, the General Counsel must be notified. In some cases, Chico’s may retain the gift or donate it to charity.

If business circumstances call for the exchange of gifts or entertainment, use good judgment and make sure you decline any gift that influences (or appears to influence) your business decisions, even if the value of the gift or entertainment is \$100 or less.

Associates are permitted to accept, but not to solicit, perishable gifts (such as gift baskets, cookies, chocolates, flowers, etc.) even if they exceed the above gift limit, provided such gifts are reasonable in value and are shared with others in the Associate's department.

Please refer to the Company's Anti-Corruption Policy for complete information on this topic.

#### **B. Outside Activities with Vendors and Competitors**

Associates may not have another position with or engage in any outside employment activities for any Vendor, or potential Vendor, or competitor of Chico's except with the prior written approval of HR. Further, Associates should not direct business to third parties who they know are owned or managed by their Immediate Family Members or close personal friends, unless they fully disclose the relationship to their supervisor and obtain the CHRO's prior approval. If an Immediate Family Member of an Associate is employed by a Vendor, or potential Vendor, that fact should be disclosed, for awareness, to the CHRO or the General Counsel. An Immediate Family Member for these purposes is a spouse, domestic partner, child, sibling, parent, grandparent, grandchild, in-law, legal guardian, first cousin, aunt or uncle.

Special rules apply to executive officers and Directors who engage in conduct that creates an actual, apparent or potential conflict of interest, such as when they or an immediate family member holds a significant financial interest or investment in a Vendor or potential Vendor. Please refer to the Company's Related Party Transaction Policy for complete information on this topic.

#### **C. Interests in Other Businesses**

Unless approved in advance by HR, neither an Associate nor his or her spouse or domestic partner may have any interest or investment in a Vendor or competitor of Chico's. However, it is typically not considered a conflict of interest to own less than 1% of the outstanding shares of a publicly traded company.

#### **D. Corporate Opportunities**

Associates owe a duty to Chico's to advance its legitimate interests when the opportunity to do so arises. An Associate who learns of a business or investment opportunity through the use of corporate property, information or position, may not participate in the opportunity or make the investment without the prior written approval of HR or the General Counsel. Such an opportunity should be considered a business or investment opportunity for Chico's, and Associates may not compete with the Company.

Directors' duties with respect to corporate business opportunities are somewhat different. A corporate business opportunity in this context is defined as (1) an opportunity in Chico's line of business or proposed expansion or diversification, (2) which Chico's is financially able to undertake and (3) which may be of interest to Chico's. A Director who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Audit Committee. If the Audit Committee determines that Chico's does not have an actual or expected interest in the opportunity, then the Director may participate in the opportunity, provided that the Director has not wrongfully utilized Chico's resources in order to acquire the opportunity.

#### **E. Use of Company Property and Information**

All Associates are responsible for the proper use of our physical resources and property, as well as our proprietary and other confidential information.

##### **1. Company Property, Facilities, Systems and Network**

Dishonest behavior is against our values and will not be tolerated. All Associates have a duty to protect the Company's assets and to ensure their safe and efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Associates should take measures to prevent damage to or theft or misuse of Company property, including any activity that may lead to loss of our merchandise or cash. Any Associate engaging in, or attempting, theft of any Company property or the personal property of others may be terminated and/or subject to criminal proceedings. Associates should also take measures to ensure the proper and secure use of the Company's computer information systems, related equipment and network. Please refer to the Company's Acceptable Use Policy for complete information on this topic, including disciplinary action that may be taken for violations of such policy.

##### **2. Company Proprietary and Other Confidential Information**

Associates may learn, acquire, use and/or create information of a sensitive nature and value which is not generally known and provides the Company with a competitive advantage or which must be protected from disclosure as a matter of law ("Confidential Information"). Confidential Information includes, but is not limited to, information and materials pertaining to (a) customers' and Associates' data, (b) the terms offered or prices charged by or to particular Vendors, (c) marketing or strategic plans, (d) product designs and specifications and production techniques, artwork, fabric prints, fashion and color trends, (e) business strategies or processes, (f) sales, revenue, profits, margin, expenses and other financial information, (g) sourcing, manufacturing, merchandising, licensing and supply chain processes, techniques and plans, (h) plans for opening, closing, expanding or relocating retail stores, (i) store operations' policies and procedures, (j) acquisitions, mergers, divestitures and franchise, license and/or distribution arrangements, and (k) intellectual property and trade secrets. Confidential Information includes all non-public information that might be of use to competitors, or harmful to Chico's or its Vendors, if disclosed.

During the course of performing their responsibilities, Associates may obtain information concerning possible transactions with other companies or receive Confidential Information concerning other companies, such as our Vendors, which Chico's may be under an obligation to maintain as confidential. All Associates must maintain the confidentiality of information entrusted to them by Chico's or its Vendors, except when disclosure is authorized or legally mandated.

The Company is committed to respecting the privacy rights of our customers and Associates. We have implemented a variety of security measures to maintain the security of this information. Access to and use of this personal information about Associates or customers is restricted, based upon the particular Associate's "need to know" to perform his or her job functions, and such information should not be disclosed or used for any other reason. It is every Associate's responsibility to respect the privacy of customers and fellow workers.

Associates who possess or have access to Confidential Information must:

- Not use the information for his own benefit or the benefit of persons inside or outside the Company.
- Carefully guard against disclosure of that information to others outside the Company. For example, an Associate should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, airplanes, public transportation, elevators or restaurants.
- Not disclose Confidential Information to another Associate unless the Associate needs the information to carry out business responsibilities.
- Exercise caution when discarding documents containing Confidential Information.

All files, records, reports, designs, programs and work product acquired or created in the course of employment are the property of Chico's. Originals or copies of such documents may be removed from the Company's offices for the sole purpose of performing the Associate's duties and must be returned promptly upon completion of those duties or immediately upon request, whichever first occurs.

An Associate's obligation to treat information as confidential does not end when he or she leaves the Company. Upon the termination of employment, Associates must return everything that belongs to Chico's, including all documents and other materials containing Chico's Confidential Information. Associates must not disclose Confidential Information to a new employer or to others after ceasing to be a Chico's Associate.

#### F. Pre-existing Confidentiality Obligations

Associates must comply with any legal obligations to a prior employer or other person or entity prohibiting use or disclosure of its/their trade secrets or other confidential and proprietary information. Use or disclosure of any such protected information in the course of the Associate's performance of his or her job duties for Chico's is strictly prohibited.

### **G. Employment of Relatives and Personal Relationships at Work**

Chico's recognizes that our highly talented Associates are often related to other highly talented individuals. Although the Company generally allows the employment of family members, there are certain situations in which the employment of family members must be avoided to avoid actual or perceived conflicts of interest. Please refer to the Company's Employment of Relatives Policy for complete information on this topic.

Intimate relationships between an Associate with managerial authority and any subordinate may compromise the Company's ability to enforce its policy against sexual harassment and may lead to an actual or perceived conflict of interest. The Company will carefully consider such relationships and take appropriate action. Such action may include a change in the responsibilities of the individuals involved in such relationships or transfer of location to diminish or eliminate the managerial relationship and workplace contact that may exist. Any managerial Associate involved in such a relationship is required to report the relationship to his or her manager and HR.

### **H. Board Service**

Associates may not serve as a director or officer of any other for-profit company without the advance approval of the CHRO. Associates may not serve as a director or officer of any such company that is a competitor or potential competitor of Chico's.

Associates who serve as a director or officer of non-profit organizations do so in their individual capacity (and not as a representative of the Company, unless HR expressly agrees to such representation).

Special rules apply to executive officers and Directors who serve as a director or officer of other companies. Before engaging in any such conduct, executive officers and Directors must make full disclosure of all facts and circumstances to the Audit Committee.

### **III. Insider Trading**

Because Chico's stock is publicly traded, it is both illegal and a breach of this Code for Associates to profit in the securities markets from the improper use of material non-public information learned during employment with Chico's. If you are unsure whether information is material or has been released to the public, contact the Company's Chief Financial Officer or General Counsel before trading. Please refer to the Chico's Insider Trading Policy for complete information on this important topic.

### **IV. Employment Laws and Health and Safety**

At Chico's, we value diversity, and we recognize that building an inclusive company where Associates of many backgrounds work together benefits our business, our community, and our society. Chico's is also dedicated to providing all Associates with a work environment that is free of all types of discrimination, including that based on race, ethnicity, color, age, sex, sexual orientation, gender identity or expression,

national origin/ancestry, citizenship, religion, creed, marital status, medical condition, disability, military or veteran status, pregnancy, childbirth and related medication condition, genetic information, or any other classification protected by federal, state, and local laws and ordinances or identified in our employment handbook. Discrimination in any terms and conditions of employment, including, but not limited to, recruiting and hiring, opportunities for advancement, participation in training programs, wages, salaries or benefits, or harassment of any kind is contrary to our values, is illegal, and is unacceptable behavior at Chico's.

It is also our policy to comply with all applicable wage and hour laws and other statutes regulating the employer-associate relationship and the workplace environment. Chico's Associates may not interfere with or retaliate against another Associate who seeks to invoke his or her rights under the employment laws. Please refer to the Company's Handbook for complete information on our equal employment opportunity, anti-harassment and non-retaliation policies and how to report a concern.

Chico's is committed to providing a safe and healthy working environment for Associates and Vendors. Chico's has no tolerance for workplace violence. We ensure our workplaces are clean and safe by following all safety related signs and instructions and by taking steps to prevent accidents. We also provide clean and safe stores that are accessible to all customers and Associates, including those with disabilities. The Company also prohibits Associates from reporting to work or being on Company property under the influence of illegal drugs and/or alcohol. Please refer to the Company's Handbook for complete information on our Drug and Alcohol and Workplace Violence Prevention policies and how to report a concern.

#### **V. Document Retention**

The Company generates large volumes of electronic and paper records and information. The records Associates work with must be managed in accordance with the Company's Records Retention and Disposal Policy and retained for the time periods specified in the Records Retention and Disposal Guidelines. Associates should consult the Records Retention and Disposal Policy located on the Company's intranet when disposing of documents within his or her department. If an Associate receives a hold notice from the Legal department, then the applicable records must be retained until further notice (even if the retention period has passed). Questions about the need to keep particular documents should be directed to the Legal Department.

#### **VI. Antitrust Laws**

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Generally speaking, Associates should avoid any plans, agreements, or understandings with competitors that restrict competition including, without limitation, price fixing and allocation of contracts. Associates and other representatives of Chico's must be alert to avoid even the appearance of such conduct and, therefore, avoid discussions with competitors regarding pricing, marketing practices,

other competitors, real estate plans, vendors, etc. If any Associate has questions concerning a specific situation, he or she should contact the General Counsel before taking action.

### **VII. Bribery, Kickback and Fraud**

No funds, gifts or assets shall be paid, loaned, given or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the conduct of the recipient. No Associate shall accept or provide any funds, gifts or other assets of any kind for assisting in obtaining business or for securing special concessions for Chico's.

The U.S. Foreign Corrupt Practices Act (FCPA) and similar international anti-bribery laws make it illegal for anyone at the Company to offer, promise, or pay money or anything of value, directly or indirectly, to any governmental official or employee, political party, candidate for political office or anyone else for the purpose of obtaining or maintaining business or any other business advantage. The fact that bribery may appear to be an accepted local practice in a country does not relieve an Associate from the restrictions of this Code or the Company from complying with the FCPA and similar laws. Consult the General Counsel as to questions about compliance with the FCPA. Any Associate found to be offering, receiving, accepting or condoning a bribe, kickback, or other unlawful payment or transfer, attempting to initiate such activities, or engaging in or attempting fraud shall be subject to immediate dismissal and possible criminal proceedings. All Associates have a responsibility to report any such conduct to the General Counsel. Please refer to the Company's Anti-Corruption Policy for complete information on this important topic.

### **VIII. Fair Dealing**

Our reputation starts and ends with you. The Company depends on our reputation for quality, service and integrity. The way we deal with our Vendors, customers and competitors molds our reputation, builds long-term trust and ultimately determines our success. Associates should always deal fairly with the Company's Vendors, competitors and other Associates. Associates must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Associates should also respect the intellectual property rights of others and never make unauthorized copies of material from books, magazines, newspapers, films, videotapes, music recordings, websites, products, designs or computer programs. If you have questions about what you can or cannot use or if you discover that associates are using the intellectual property of others without permission, contact the Legal Department. Further, if you discover that others are using Chico's intellectual property without permission, then you should also contact the Legal Department.

### **IX. Ethical Sourcing, Security and Protecting Our Environment**



Chico's believes that every person has a right to safe, decent and humane working conditions. Chico's commitment to social responsibility and security in our supply chain is an integral part of the Company's culture and we expect our suppliers to understand and comply with our requirements and all applicable laws. For more information, please refer to our Corporate Social Responsibility program on our website [www.chicosfas.com](http://www.chicosfas.com). Chico's is committed to minimizing the impact of our business on the environment. All Associates are responsible for complying with applicable environmental laws and Company policies.

#### **X. Financial Books and Records**

All financial managers should establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the assets of Chico's and the full, fair, accurate, timely, and understandable disclosure of its financial records and reports disclosed to the Securities and Exchange Commission and in other communications to the public.

Chico's has adopted controls in accordance with governing laws, regulations, and internal needs. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. Associates must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports.

All of the Company's financial activities must be recorded in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. Associates must never create a false or misleading report or make payment or establish an account on behalf of Chico's with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

All Associates must fully cooperate with our internal and external auditors and not take any action to coerce, manipulate, mislead or fraudulently influence any public accountant engaged in an audit review of Chico's financial statements. If you have any concerns about the Company's financial controls, accounting, financial reporting or auditing, contact the General Counsel.

#### **XI. Governmental, Investor and Media Inquiries**

Our Legal department handles all governmental investigations of the Company. Associates should not respond to investigation requests on behalf of Chico's, unless specifically authorized. All governmental inquiries should be directed to the Legal Department.

Our Investor Relations Department handles all inquiries from investors, shareholders and market analysts about the Company. Any such inquiries should be directed to our Investor Relations Department.

Our Public Relations Department handles all media inquiries for the Company. Per our Social Media Policy, Associates may not speak to the press on behalf of or about Chico's, unless specifically authorized. All media inquiries should be directed to the Public Relations Department. Additionally, speeches and presentations to third parties about Chico's or our business, including those made at vendor events are subject to our Guidelines for Associates' and Vendors' Public Statements.

## **XII. Compliance with the Code of Ethics**

All Associates have a responsibility to understand and follow the Code and are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code. A violation of this Code will result in appropriate disciplinary action including the possible termination from employment, without additional warning. Associates at our corporate offices and selected field and distribution center Associates must complete training on this Code. Associates will be asked to certify receipt of this Code and an understanding of his or her responsibility for reading the contents and for complying with the standards, guidelines and procedures set forth in the Code.

The Code reflects general principles to guide Associates in making ethical decisions and is not intended to address every specific situation. As such, nothing in this Code prohibits or restricts Chico's from taking any disciplinary action on any matters pertaining to Associate conduct, whether or not they are expressly discussed in this guideline. This Code is not intended to and does not create any employment contract between Chico's and any of its Associates, or any other obligation to or right in any Associate, Vendor, competitor, shareholder or any other person or entity. This Code cannot provide definitive answers to all questions. If there are any questions regarding any of the guidelines discussed in this Code or if there is any doubt about the best course of action in a particular situation, seek guidance from a supervisor, HR, or any other resource identified in this Code.

The Board has the exclusive responsibility for the final interpretation of the Code. Only the Board or an appointed Board committee can approve a waiver of this Code for an executive officer or Board Member. Any such waiver will promptly be disclosed to appropriate parties. The Code may be revised, changed or amended at any time by the Board.

## **XII. Reporting Suspected Non-Compliance**

Please be aware that the Company maintains an Open Door policy and is available to address and discuss your concerns regarding this Code and other Company policies. If something is not right, the Company encourages you to speak with your supervisor, HR or the Legal Department regarding your concerns. If you are not comfortable using the Open Door process, the Company has established an independent, third party ethics and compliance hotline at 888-361-5813 ("Ethics Hotline"). This Ethics Hotline is available 24/7 and reports to it may be made anonymously. Anyone with information about known or suspected violations of this Code, other Company policies or of any law must report the violation promptly to the Ethics Hotline, their supervisor, HR, or the Legal Department. Associates are

required to come forward with any such information, without regard to the identity or position of the suspected offender and are expected to cooperate in any investigation of reported violations.

Chico's will treat reports of violations confidentially, and will evaluate and investigate these reports in an appropriate manner. Chico's will not, to the extent practical and appropriate under the circumstances, disclose the identity of anyone who reports a violation or suspected violation or who participates in the investigation. Associates should be aware that persons investigating reported violations are obligated to act in the best interests of Chico's and cannot act as personal representatives or lawyers for Associates.

Retaliation in any form against an individual who in good faith reports a suspected violation of this Code, Company policies or of law or who assists in the investigation of a reported violation is itself a serious violation of this Code. Acts of retaliation must be reported to your supervisor, HR, the Legal Department or the Ethics Hotline immediately and will be investigated and, if appropriate, acted upon promptly.

**ACKNOWLEDGEMENT OF RECEIPT**

**Chico's FAS, Inc. Code of Ethics**

I certify by signing and dating this acknowledgment that I have received a copy of Chico's FAS, Inc. Code of Ethics and I understand that I am responsible for reading the contents and for complying with the standards, guidelines and procedures set forth in the Code of Ethics. I further understand that my signature of this acknowledgment is a requirement of my employment with the Company or my service as a Director, as applicable, may be required annually and nothing contained in the Code of Ethics creates an express or implied contract of employment with the Company or modifies the employment-at-will relationship with the Company.

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(print your name)

Date: \_\_\_\_\_