

CHICO'S FAS, INC.

INSIDER TRADING POLICY

Purpose

The purpose of this Policy is to promote compliance with all applicable federal and state securities laws by all associates and members of the Board of Directors (the "Board") of Chico's FAS, Inc. and its subsidiaries (the "Company").

Applicability

This Policy applies to all transactions in the Company's securities, including common stock, options for common stock, and any other securities we may issue from time to time, such as preferred stock, warrants and convertible debentures, as well as to derivative securities relating to the Company's stock, whether or not issued by the Company. It applies to all associates and members of the Board who receive or have access to Material Nonpublic Information regarding the Company. This group of people, members of their immediate families, and members of their households are sometimes referred to in this Policy as *Insiders*. In general terms, Insiders include all Board members, all Company officers, and all other associates with access to sales, comparable sales, margin, or earnings on a Chico's FAS, Inc. level.

Any person who possesses Material Nonpublic Information regarding the Company is an Insider for as long as the Information is not publicly known. Any associate can be an Insider from time to time, and would at those times be subject to this Policy.

General Statement of Policy

The Company prohibits the unauthorized disclosure of any Material Nonpublic Information and the misuse of Material Nonpublic Information in securities trading.

A. Definition of Material Nonpublic Information

It is not possible to define all categories of material information. However, information should be regarded as material if there is a reasonable likelihood that it would be considered important to an investor in making an investment decision regarding the purchase or sale of stock or other securities. Either positive or negative information may be material. Deciding whether information is material is not always easy, but one may assume that any information which might be of significance to an investor in determining whether to purchase, sell or hold the stock would be material. A practical approach is to ask: "If the information were made public right now, what are the chances that the market price of the stock would rise or fall?" The greater the chances of a market price change, the greater the chances that a court would find the information to be material.

While it may be difficult under this standard to determine whether particular information is material, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material. Examples of such information include:

- sales figures, comp. store information, margins, earnings, or other financial results, forecasts, or trends
- significant new purchase orders or contracts
- cancellation or modification of significant purchase orders or contracts
- mergers and acquisitions
- public offerings and other financings
- significant litigation or developments in litigation
- significant changes in key personnel
- significant product defects or modifications
- major marketing changes
- significant changes in the cost of products
- significant changes in business strategy

B. Specific Policies Applicable to all Associates and Directors

1. Trading on Material Nonpublic Information. No associate or member of the Board and no member of the immediate family or household of any such person, shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, when he or she possesses Material Nonpublic Information, until the close of business on the Trading Day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material. The term "Trading Day" shall mean a day on which national stock exchanges and the New York Stock Exchange are open for trading.

During a period in which an Insider possesses Material Nonpublic Information, the Insider often will have to forego a proposed transaction in the Company's shares, even though he or she planned to make the transaction before learning of the Material Nonpublic Information and even though the failure to execute such transaction may result in an economic loss or the non-realization of anticipated profit.

2. Tipping. No Insider shall disclose ("tip") Material Nonpublic Information to any other person (including family members) where the information may be used by that person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of Material Nonpublic Information as to trading in the Company's securities.

3. Confidentiality of Nonpublic Information. Any nonpublic information relating to the Company is our property and the unauthorized disclosure of such information is forbidden.

4. Trading Window.
All Insiders shall conduct transactions involving the purchase or sale of the Company's securities only during the "trading window." The trading window is established by the Chief Financial Officer ("CFO") for each fiscal year. The trading window may be closed from time to time due to the existence of Material Nonpublic Information. The CFO or Chief Legal and Compliance Officer will advise you if and when the trading window reopens.

From time to time, the Company may suspend trading during a window period because of developments known to the Company and not yet disclosed to the public. In such

event, such persons shall not engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading.

It should be noted, however, that even during the trading window, any person possessing Material Nonpublic Information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least one full Trading Day, whether or not the Company has recommended a suspension of trading to that person. Trading in the Company's securities during the trading window should not be considered a "safe harbor," and all Board Members and associates should use good judgment at all times.

5. Preclearance of Trades. All Insiders must comply with the Company's applicable "preclearance" requirements before trading in the Company's securities. Each such person should contact the CFO, Chief Legal and Compliance Officer, or their designee prior to commencing any trade in the Company's securities.

6. 10b5-1 Trading Plans. Any Insider who wishes to adopt a trading plan contemplated by Rule 10b5-1 of the Securities Exchange Commission ("SEC") is solely responsible for ensuring that the 10b5-1 Plan meets all legal requirements. In addition, any such plan must meet the following requirements:

- a. The plan may only be adopted during a Window Period;
- b. The plan may not take effect until at least 2 weeks following the adoption of the plan;
- c. The plan must have a minimum duration of 6 months; and
- d. The Insider must be in compliance with the Company's stock ownership guidelines after the plan has been fully implemented.

Any associate adopting a 10b5-1 trading plan is strongly encouraged to obtain independent legal and tax planning advice.

C. Potential Criminal and Civil Liability and/or Disciplinary Action

1. Liability for Insider Trading. Insiders may be subject to civil and criminal penalties of up to \$1,000,000 and up to ten years in jail for engaging in transactions in the Company's securities at a time when they have knowledge of Material Nonpublic Information regarding the Company.

2. Liability for Tipping. Insiders may also be liable for improper transactions by any person (commonly referred to as a "tippee") to whom they have disclosed Material Nonpublic Information regarding the Company or to whom they have made recommendations or expressed opinions on the basis of such information as to trading in the Company's securities. The SEC has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the National Association of Securities Dealers, Inc. use sophisticated electronic surveillance techniques to uncover insider trading.

3. Disciplinary Actions. The Company's associates and Board Members who violate this Policy shall also be subject to disciplinary action by the Company, which may include immediate termination of employment or removal from office for cause.

D. Applicability of Policy to Inside Information Regarding Other Companies

This Policy applies to Material Nonpublic Information relating to other companies, including the Company's vendors or suppliers ("business partners"), when that information is obtained in the course of employment with, or other services performed on behalf of, the Company. Civil and criminal penalties and termination of employment may result from trading on inside information regarding the Company's business partners. All employees should treat Material Nonpublic Information about the Company's business partners with the same care required with respect to information related directly to the Company.

E. Certain Exceptions

Purchasing shares under the Employee Stock Purchase Plan (but not the sale of any such shares) and the exercising of stock options without a subsequent sale (i.e. an exercise and hold) are exempt from this Policy.

F. Additional Information – Board Members and Executive Officers

Board Members and specified executive officers of the Company must also comply with the reporting obligations and limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended.

G. Prohibitions

The following transactions are prohibited:

1. Short-term trading.
Insiders who purchase the Company's securities must retain such securities for at least six months.
2. Short sales.
Insiders may not engage in short selling the Company's securities.
3. Options trading.
Insiders may not buy or sell puts or calls on the Company's securities.
4. Trading on margin.
Insiders may not trade on the margin on the Company's securities.
5. Stock Pledges.
Beginning December 1, 2013, Insiders may not pledge their shares of the Company's securities. Any Insider who has pledged shares of the Company's securities prior to October 1, 2013 may continue to pledge such securities, but may not pledge any additional securities.

Inquiries

Please direct your questions as to any of the matters discussed in this Policy to the Company's Chief Financial Officer or Chief Legal and Compliance Officer.