

CHICO'S FAS, INC.

STOCK OWNERSHIP GUIDELINES

OFFICERS AND DIRECTORS

Chico's FAS, Inc.'s Board of Directors has adopted Stock Ownership Guidelines to align the interests of its Directors and executives with the interests of shareholders, and further promote Chico's commitment to sound corporate governance.

Stock Ownership Guidelines for Officers & Directors

Stock ownership guidelines for Chico's FAS, Inc. officers, and officers of its subsidiary operating companies, are determined as a multiple of the officer's base salary. The guideline for Chico's chief executive officer is set at five (5) times annual base salary. The guideline for Brand Presidents is set at two (2) times annual base salary. The guideline for Executive Vice Presidents is set at one and one-half (1.5) times annual base salary. The guideline for Senior Vice Presidents is set at one (1) times annual base salary. The requirements of the stock ownership under the guidelines shall be communicated at least annually by the Chief Human Resources Officer to those officers to whom the guidelines apply.

The stock ownership guidelines for members of the Board of Directors are set at a value equal to five (5) times the amount of the annual cash retainer paid to Directors.

Once the officer or Director has met the ownership goal, as long as he or she holds the number of shares owned at the time of meeting the ownership requirement, he or she is deemed to be in compliance with these Guidelines, regardless of any subsequent stock price movement.

Officers and Directors who have not accumulated sufficient shares to meet the ownership guideline must retain and hold, on a net after tax basis, at least 50% of stock acquired through the exercise of any stock option or the vesting of any restricted stock. Officers and Directors are also encouraged to comply with these guidelines through open market or ESPP acquisitions, holding vested stock options, retaining restricted stock once vested, or through participation in the Chico's FAS, Inc. Dividend Reinvestment Plan (DRIP).

Counting Shares Owned

Shares that count towards satisfaction of the guidelines include:

- Shares owned outright by the officer or director or his or her immediate family members residing in the same household;
- Shares held in trust for the benefit of the officer or director or his or her family;
- Shares held in the officer's name by Chico's as part of the safe keeping agreement provisions of the Employee Stock Purchase Plan;

- Vested restricted shares granted under either Chico's 2002 or 2012 Omnibus Stock Option and Incentive Plan;
- The stock equivalent of the gain on vested, unexercised, in-the-money options calculated as of a date certain as determined by the Chief Human Resources Officer.
- Shares acquired through participation in the DRIP.

Noncompliance

The Human Resources, Compensation and Benefits Committee ("Committee") is responsible for determining the consequences of noncompliance with these guidelines. The guidelines may be waived, at the discretion of the Committee.

Annual Reporting

Management shall report to the Committee annually regarding the ownership levels for officers to whom the guidelines apply and Directors.