



## CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

### **I. Purpose**

The Corporate Governance and Nominating Committee (“Committee”) of Chico’s FAS, Inc. (“Company”) is appointed by the Board of Directors (“Board”) to: (i) develop, assess, maintain, and recommend corporate governance guidelines and policies to the Board; (ii) identify and evaluate potential director nominees; (iii) consistent with criteria established by the Board, recommend director nominees to the Board for election at the next annual meeting of shareholders and to fill vacancies between annual meetings of shareholders; (iv) recommend to the Board directors to serve as members of each committee of the Board, as chair of each such committee, and as chair of the Board; and (v) lead the Board in its annual assessment of the Board (“Annual Board Assessment”) and in the assessment of its committees.

### **II. Membership**

The Committee shall be comprised of at least three directors. Each director must meet the independence requirements of the rules of the New York Stock Exchange (“NYSE Rules”), as well as the Director Independence Standards set forth in the Company’s Corporate Governance Guidelines. The members of the Committee shall serve at the pleasure of the Board and may be replaced at any time by majority vote of the independent directors then in office. The Board shall designate a Committee Chair.

### **III. Meetings and Procedures**

The Committee shall meet as often as deemed necessary or appropriate in its judgment to perform its responsibilities and duties under this Charter, but no less than twice a year. The Committee Chair or a majority of the Committee members may call a special meeting of the Committee. Meetings may be held in-person, by telephone, or by video or web conference.

The Committee shall maintain written minutes of its meetings, which shall be presented to and filed with the minutes of the Board. The Committee shall report to the Board with respect to its activities and decisions. The Committee’s operations shall be governed otherwise by the then current Bylaws of the Company and the Florida Business Corporation Act.

### **IV. Responsibilities and Duties**

The Committee shall have the following principal responsibilities, duties and authority, along with such other responsibilities as the Board may delegate to the Committee from time to time:

#### **A. Nomination Related Responsibilities**

1. Develop and recommend to the Board the criteria for the skills, experience, and background of potential Board candidates to strengthen and balance the Board and to satisfy applicable laws and regulations.

2. Periodically review the composition and size of the Board to ensure that the Board has the proper diversity, expertise and independence.
3. Lead the search for potential director nominees consistent with the criteria approved by the Board. The Committee may maintain an active file of potential candidates for consideration as nominees to the Board.
5. Review and evaluate the qualifications of potential director nominees proffered by any source, including by shareholders of the Company.
6. Consider for nomination individuals deemed qualified, in the Committee's judgment.
7. Complete customary vetting and background checks with respect to potential nominees.
8. Recommend to the Board the slate of director nominees to be proposed by the Board for election at the next annual meeting of shareholders. In arriving at its recommendations, the Committee should review the performance and contribution of proposed director nominees for re-election, as well as the qualifications of proposed new directors.
9. Recommend to the Board, candidates for appointment as a director of the Company to fill vacancies on the Board between annual meetings of the shareholders, including vacancies created by an increase in the authorized number of directors on the Board.
10. Annually recommend to the Board, directors to serve as members of each committee of the Board, as the chair of each such committee, and as chair of the Board. In arriving at its recommendations, the Committee should consider whether each proposed committee member satisfies the membership requirements of the committee to which he or she would be appointed. The Committee shall consider and make recommendations to the Board from time to time as to whether there should be a policy of periodic rotation of directors among the committees or any limitations on the number of consecutive years a director should serve on any one Board committee or as Board chair.

**B. Corporate Governance Related Responsibilities**

1. At least annually or more frequently as it deems appropriate, review and reassess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board.
2. Establish, maintain, and review the process for shareholder communications with the Board.
3. Review any request by a director to accept a seat on a board of directors of a for-profit company and recommend to the Board whether such request should be approved.
4. Periodically review and assess the policies and procedures of the Board as they relate to the operations of its meetings and actions taken by the Board, including the frequency and structure of Board meetings, and recommend new or revised policies to enhance the Board's effectiveness, as deemed necessary or appropriate.
5. Periodically review and assess the Company's Articles of Incorporation ("Articles") and Bylaws. Monitor the Company's compliance with its Articles and Bylaws, and regulations governing public companies.

6. Review and make recommendations to the Board with respect to and proposals for corporate action received from the Company's shareholders.
7. Lead and oversee the Annual Board Assessment and discuss such assessment with the Board following the end of each fiscal year. In conducting the Annual Board Assessment, the Committee shall address all matters that it considers relevant in addition to the following: the adequacy, appropriateness, and quality of the information presented to the Board; the manner in which the information is discussed and debated; and whether the number and length of meetings is adequate for the Board to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of the Annual Board Assessment, including any recommended changes to the Company's or the Board's policies and procedures, which shall then be discussed with the full Board and acted upon as appropriate.
8. Conduct an annual self-assessment of the Committee's own performance relative to its purpose, responsibilities and duties, as set forth in this Charter.
9. Annually review and reassess the adequacy of the Charter for this Committee and the charters for all other Board committees. Recommend any proposed changes to the Board.
10. Oversee the Company's Code of Ethics ("Code") and the Company's processes and procedures regarding compliance with and enforcement of the Code.
11. Consider any other corporate governance issues that may arise from time to time or as directed or requested by the Board, and provide the Board with its assessment of or recommendation regarding such matters.

#### **V. External Resources Available to the Committee**

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to: (a) retain or terminate any search firm to be used to identify director candidates and (b) approve the search firm's fees and other retention terms. The Committee also shall have the authority, with or without Board approval, to: (i) conduct or authorize investigations into or studies of matters within the Committee's scope of duties and responsibilities, and (ii) obtain advice and seek assistance from internal or external legal, accounting and other advisors as it deems necessary or appropriate in carrying out its duties and responsibilities under this Charter. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firms or advisors retained by the Committee.

#### **VI. Limitations**

While members of the Committee have the responsibilities and duties set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.