

# CHICO'S FAS INC

## CHARTER OF THE HUMAN RESOURCES, COMPENSATION AND BENEFITS COMMITTEE OF THE BOARD OF DIRECTORS

### **I. Purpose**

The Human Resources, Compensation and Benefits Committee (the "Committee") of Chico's FAS, Inc. ("Company") is appointed by the Board of Directors ("Board") to: (a) assist the Board in discharging its responsibilities relating to the compensation of the Chief Executive Officer ("CEO") and all other Executive Officers of the Company<sup>1</sup>; (b) review and approve all compensation and benefits programs, plans, and policies of the Company as they affect the CEO and the Executive Officers; (c) provide oversight of the Company's culture and policies and strategies related to human capital management; (d) provide oversight of the Company's diversity and inclusion programs; and (e) perform the other duties and responsibilities set forth in this Charter.

### **II. Membership**

The Committee shall be comprised of at least three directors. Each director shall meet the independence requirements of the rules of the New York Stock Exchange ("NYSE") applicable to compensation committees, as well as the Director Independence Standards set forth in the Company's Corporate Governance Guidelines. In addition, each member must qualify as a "non-employee" director within the meaning of Rule 16b-3 under the Exchange Act.

If a Committee member ceases to be independent under the rules of NYSE for compensation committee membership due to reasons outside the member's reasonable control, such person may remain a member of the Committee until the earlier of the Company's next annual shareholders' meeting or one year from the occurrence of the event that resulted in the director's disqualification as independent, provided however, that a majority of the members of the Committee continue to meet the independence requirements of the rules of NYSE and the NYSE is provided prompt notification of such noncompliance.

The members of the Committee shall serve at the pleasure of the Board and may be replaced at any time by the Board. The Board shall designate a Committee Chair.

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

The Committee shall meet as often as deemed necessary or appropriate to perform its duties and responsibilities in its judgment, 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. The Committee shall meet in executive session without management present at least once each year concerning the assessment of the performance and compensation of the CEO, and may meet in executive session at any other time it deems appropriate. The Committee may request any officer or employee of the Company, the Company's outside counsel, or representatives of the Company's independent compensation advisor or consultant to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. Meetings may be held in-person, by telephone, or by video or web conference or similar means of remote communication.

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<sup>1</sup> For purposes of this Charter, "Executive Officers" shall mean all members of the Executive Committee and all other officers of the Company who have been determined by the Board to be "Executive Officers" as defined by Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Except to the extent prohibited by applicable law or rules of NYSE, the Committee shall also have the authority to delegate one or more of its responsibilities to: (i) a subcommittee that consists of at least two members of the Committee or (ii) one or more members of management.

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 operations of the Committee 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:

1. Annually establish and review the Company's compensation philosophy. The Committee shall have oversight of the total executive compensation program, which is generally designed to: (a) support the Company's overall strategy, goals and objectives; (b) attract and retain Executive Officers; (c) link total compensation to financial performance and the attainment of strategic objectives; and (d) provide competitive total compensation opportunities at a reasonable cost while enhancing the Company's ability to fulfill its objectives.
2. Annually review the Company's executive compensation plans to ensure alignment with the Company's corporate goals and objectives and, as appropriate, adopt, or recommend to the Board the adoption of amendments to such plans or new executive compensation plans linked to the Company's performance goals.
3. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the compensation for the CEO based on this evaluation, including, but not limited to: (a) annual base salary; (b) annual and long-term incentive plans and awards, including cash-based and equity-based awards and opportunities; (c) executive perquisites; and (d) benefits, and special or supplemental benefits. With respect to the long term incentive component of the CEO compensation, the Committee shall consider, among other factors it deems appropriate: (a) the Company's performance relative to shareholder return; (b) the value of similar incentive awards granted to chief executive officers at comparable companies; and (c) the awards granted to the CEO in past years.
4. Periodically review and approve, the following, as they affect any or all of the Executive Officers: (a) annual base salary; (b) annual and long-term incentive plans and awards, including cash-based and equity-based awards and opportunities; (c) executive perquisites; and (d) benefits and special or supplemental benefits including any special or supplemental, retirement or other benefits for any individual who formerly served as an Executive Officer.
5. Oversee and, at least annually, evaluate management's and, when applicable, the Company's outside consultants' assessment of risks related to the Company's compensation programs.
6. Review and approve any offers of employment, employment agreements, consulting arrangements, severance or termination plans or agreements, and change-of-control plans, policies or agreements for or that affect any elements of compensation of and benefits for the CEO or any of the other Executive Officers. If required due to time constraints, the Committee Chair may perform any of these duties, provided that such actions are reviewed and ratified at the Committee's next meeting.

7. To the extent that the Committee deems necessary or appropriate, recommend to the Board the establishment or modification of annual and long-term incentive and equity compensation plans for the Company.
8. Establish and periodically review policies regarding Executive Officers' perquisites (except to the extent that such policies apply to the Company's employees generally) and monitor compliance by Executive Officers with such policies.
9. Participate in the management succession planning process with the Board and the CEO.
10. Review management's recommendations for, and approve as it deems appropriate, long-term incentive award levels and equity grants for key, non-Executive Officers. The Committee may delegate authority to the CEO, Chief Financial Officer and/or Chief Human Resources Officer to make new-hire, promotional and key contributor equity grants to certain Company employees under such terms and conditions as the Committee deems appropriate, except that no authority may be delegated with respect to the following: (i) any element of compensation for any Executive Officer; and (ii) the equity compensation of officers subject to Section 16(b) of the Exchange Act.
11. Oversee and periodically review the Company's culture and policies and strategies related to attraction, development, and retention of human resource talent (or "human capital") and evaluate and monitor Company culture and leadership quality, morale, and development.
12. Oversee and periodically review the Company's diversity and inclusion programs and policies, as well as the results of those programs and policies.
13. Review annually and recommend to the Board for approval compensation levels for non-employee directors including retainers, fees, benefits and perquisites. To support best practices in governance and transparency in connection with director compensation, these recommendations will be reviewed by such third parties as the Committee deems appropriate, which may include the Company's independent compensation consultant, Chief Human Resources Officer and other human resources personnel, and the Corporate Secretary.
14. Periodically review and make recommendations to the Board with respect to the Company's Stock Ownership Guidelines for senior officers and non-employee directors, and monitor compliance with those Guidelines.
15. Provide oversight to management of the contents of the Securities and Exchange Commission ("SEC"), NYSE, and other regulatory filings related to compensation matters, including, without limitation, the tabular and footnote disclosures of compensation elements and CEO pay ratio disclosures set forth in the Company's proxy statement and Annual Report on Form 10-K. The Committee also shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE Rules that, with limited exceptions, shareholders approve equity compensation plans. The Committee shall review and evaluate the results of advisory votes on executive compensation and the Company's engagement with shareholders and proxy advisors regarding executive compensation matters.
16. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by SEC rules and regulations to be included in the Company's proxy statement and Annual Report on Form 10-K and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included therein.

17. Prepare the annual Compensation Committee Report on executive compensation for inclusion in the Company's proxy statement in accordance with the rules and regulations of the SEC.
18. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 ("SOX") relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits. Coordinate with the Audit Committee in connection with its review of related party transactions in accordance with the Company's Related Party Transactions Policy to ensure that the Committee is appropriately advised of any reported loan transactions that may be subject to SOX requirements.
19. With the Board, interpret and enforce the Company's Incentive Compensation Clawback Policy (the "Clawback Policy") and periodically review the Clawback Policy and recommend any proposed changes to the Board.
20. Exercise authority and powers delegated to the Committee in connection with any employee bonus and other annual and long-term incentive plans, equity compensation plans and equity arrangements that may be adopted by the Company from time to time, with such powers and authority as are set forth in the respective instruments of such plans, in each case, subject to applicable policies adopted by the Board.
21. Approve and adopt employee benefit plans and arrangements maintained by the Company under the Code, ERISA, or otherwise that affect Executive Officers, and approve and adopt amendments thereto that either (a) are required by applicable law or requested by the Internal Revenue Service or other regulatory agencies upon administrative review or audit, or (b) the Committee, in its discretion, deems appropriate to be made (each such amendment made pursuant to this subsection (b) to be hereinafter referred to as a "Discretionary Amendment"). The Committee shall also have the right, in its discretion, to delegate the authority granted pursuant to this Section IV.21 to one or more officers of the Company, or to a separate committee established by the Board or by the Committee, provided, that with respect to Discretionary Amendments described in subsection (b) herein, the delegate shall only have the authority to recommend to the Committee, for its consideration, the approval and adoption of any amendments to any of the employee benefit plans and arrangements that would result in a material expense or exposure to material liability for the Company, or a material cost savings to the Company. For purposes of this Section IV.21, the threshold for determining whether the adoption of an amendment would result in a "material expense", "exposure to material liability" or "material cost savings" is \$3,000,000.
22. Report regularly to the Board with respect to its oversight responsibilities and findings.
23. Periodically meet in executive session without members of management present.
24. Perform an annual self-assessment of the Committee's own performance relative to its purpose, responsibilities and duties, as set forth in this Charter.
25. Annually review this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

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

The Committee shall have sole authority without obtaining the prior authorization of the Board to retain, obtain and have direct access to and receive advice from a compensation consultant, outside legal counsel, or other expert or advisor (each a "Committee Advisor") as it deems necessary or appropriate to assist it in the performance of its responsibilities, first taking into consideration the factors relevant to the Committee Advisor's independence from management set forth in NYSE Rule 303A.05(c)(iv). The

Committee shall have the sole authority and direct responsibility to retain and terminate any Committee Advisor, including authority to establish the relationship and roles and responsibilities, oversee the work of the Committee Advisor, and approve the Committee Advisor's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Committee Advisor 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.