

# CHICO'S FAS INC

## CORPORATE GOVERNANCE GUIDELINES

The business and affairs of Chico's FAS, Inc., a Florida corporation (the "Company"), are managed under the direction of its Board of Directors (the "Board") in accordance with Florida law. The Board serves the Company's shareholders and other constituencies by directing corporate policy, appointing Executive Officers<sup>1</sup>, and overseeing management.

The Board has adopted these guidelines which, together with the charters of the Board's committees, provide the framework for the governance of the Company. These guidelines describe the Board's current practices, policies, and processes for performing its oversight function and are intended to promote the effective functioning of the Board and its committees on behalf of the interests of the Company's stakeholders.

The Board believes that these guidelines reflect a sound approach to the governance of the Company. However, these guidelines should not be construed as fixed rules to regulate conduct, but rather as a set of current guiding principles on significant corporate governance issues. As such, these guidelines are not intended as binding obligations or inflexible requirements and are not intended to interpret applicable law or to modify the Company's Articles of Incorporation or Bylaws.

### 1. **Role of the Board of Directors and Management.**

The Company's business is conducted by its management, under the direction of the Chief Executive Officer ("CEO"), with oversight by the Board. The Board, which is elected by the shareholders, is the ultimate decision-making body of the Company, except with respect to those matters reserved to the shareholders. The Board selects and appoints the CEO and the Executive Officers. The Board oversees management and monitors its performance to assure that the long-term interests of the shareholders are being served. In this role, the Board provides counseling and direction to the Company's senior management. This requires the Board to understand the issues and risks that define the Company's business and to assist management in developing the appropriate business strategies for the Company. Both the Board and the management of the Company recognize that the long-term interests of the shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including associates, customers, vendors, suppliers, government agencies, and the public at large. The Board believes the primary responsibilities of the directors are to exercise their business judgment in good faith and to act in a manner they reasonably believe to be in the best interests of the Company and its shareholders. Directors must fulfill their responsibilities consistent with their fiduciary duty to shareholders and in compliance with all applicable laws, rules and regulations.

### 2. **Board Structure and Composition.**

**Board Size.** The size of the Board shall be fixed from time to time pursuant to a resolution adopted by a majority of the Board. The Corporate Governance and Nominating Committee ("CGNC") shall periodically consider and make recommendations to the Board concerning the appropriate size of the Board. It is the policy of the Company that the number of directors should provide for sufficient diversity among non-employee directors while also facilitating substantive discussions in which each director can participate meaningfully. The number of the directors may vary from time to time as various needs or opportunities arise, including the retirement or resignation of directors or the availability of other outstanding director candidates.

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<sup>1</sup> "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.

**Composition of the Board.** It is the policy of the Company that a substantial majority of the directors serving on the Board will meet the standards for director independence set forth in Appendix A to these guidelines (“Director Independence Standards”), which requirements meet or exceed the independence requirements under the rules of the New York Stock Exchange (“NYSE Rules”). The Board also generally believes that the CEO should be a member of the Board and that it may be useful and appropriate from time to time to have other members of management, in addition to the CEO, serve as directors (“Management Directors”). The Board also may have directors who are not Management Directors but who also do not satisfy the requirements necessary to be considered “Independent Directors”, as defined under the Director Independence Standards. (These directors, together with the Independent Directors are referred to collectively as “Non-Management Directors”.)

**Independent Director Determination.** When a director or a director candidate is proposed for election or reelection, the Board shall determine whether such potential director nominee satisfies the Director Independence Standards. It shall be the responsibility of the CGNC to evaluate whether each director and director candidate satisfies the established standards and to make its findings and recommendations to the Board. In making the independence determination, the CGNC and the Board shall consider all relevant facts, circumstances, and material relationships with the Company, including its affiliates, (directly or indirectly), or with an organization of which the director is an officer, shareholder, member or a partner, that may interfere with the exercise of such director’s independence from management. Directors who are designated as Independent Directors are expected to promptly inform the Corporate Secretary of any anticipated changes in their circumstances or relationships that may impact their designation as an Independent Director or their qualifications to serve on any Board committee to which they have been appointed.

**Board Leadership.** The Board annually elects a Chair and a Vice Chair (if any) after taking into account the recommendation of the CGNC made following its annual review of the Company’s Board leadership structure. The Chair may or may not be the CEO. If the Chair of the Board is not an Independent Director, the Independent Directors also shall elect a lead Independent Director (“Lead Independent Director”) to serve as the focal point for communicating with the CEO, facilitating information flow and communications among Non-Management Directors, and coordinating feedback to the CEO on behalf of the Non-Management Directors regarding business issues and Board management. A description of the duties and responsibilities of the Lead Independent Director is attached hereto as Appendix B. The Chair of the Board shall preside at all meetings of the shareholders and of the Board as a whole and shall perform such other duties, and exercise such powers, as from time to time may be prescribed in the Company’s Bylaws or by the Board. The Board shall consider the rotation of the Lead Independent Director, if any, at such intervals as the Board determines, based on the recommendations of the CGNC.

**Term Limits.** The Board does not endorse arbitrary term limits for directors. The Board believes that directors who have served on the Board for an extended period are in a position to provide valuable insight into the Company and its operations based on their experience with and understanding of the Company's history, policies, and objectives. As a result, mandatory term limits would arbitrarily cause the Company to forego the contributions of directors who have been able to develop, over a period of time, a deep understanding of the Company and its operations and are thereby able to make increasingly valuable contributions. The Board believes that the annual self-evaluation process provides an effective means of appraising the value of continuing service.

**Retirement.** Non-Management Directors who will attain the age of 75 prior to the next annual meeting of shareholders shall submit a letter of resignation from the Board, subject to Board acceptance, to be effective as of the date of the next annual meeting of shareholders. To allow the CGNC and Board ample time to consider the matter, this letter of resignation should be submitted by the Non-Management Director at or prior to the first meeting of the CGNC following the immediately preceding annual meeting of shareholders. The

CGNC shall make a recommendation to the Board as to whether to accept or reject the director's resignation, focusing on whether the director's continued service contributes to the right mix of tenured and newer directors. If the Board determines not to accept the director's resignation, the CGNC and the Board shall reconsider the issue the following year, if necessary.

***Other Directorships and Significant Activities.*** The Company values the experience directors bring from their executive positions, other boards on which they serve, and other activities in which they participate, and encourages directors to maintain an active professional life that keeps them in contact with the markets, business and technical environments, and the communities in which the Company operates. However, the Company also recognizes that these activities may create demands on the director's time, attention and availability, and may present conflicts or legal issues, including independence issues. As a result, directors should advise the CGNC as to their current memberships and committee assignments on other for-profit boards, and other significant relationships with businesses, institutions, and government or regulatory agencies, particularly those that may result in significant time commitments or may create legal or independence issues. Directors should not serve on more than four boards of public companies, including the Company's. Directors who also serve as chief executive officers or in equivalent positions with companies should not serve on more than two boards of public companies, including the Company's. A director who is a member of the Audit Committee should not sit on more than three public company audit committees, including the Company's, unless the Board determines that such service would not impair the ability of such director to serve effectively on the Audit Committee. It is also the Board's policy that no directors shall serve simultaneously on the board of directors of a material direct competitor of the Company, as defined from time to time by the Board or the Company.

To maintain the correct balance of director talent on the Board and to avoid conflicts and significant competing time commitments, existing directors and the CEO and President (regardless of whether a director), shall not accept a seat on any additional public or privately-held company board or accept committee assignments on other boards without first reviewing the matter with the CGNC. The CGNC shall make a recommendation to the Board, which has final discretion as to whether to approve or disapprove such additional director or committee assignments.

***Change in Status.*** Directors shall advise the CGNC of any change in their employment, occupation or professional status (including retirement), or any material change in or the establishment of other significant business associations or relationships that may result in significant time commitments or changes in the director's relationship with the Company. Simultaneously, such director also shall submit an offer letter of resignation, subject to Board acceptance. The CGNC shall review the continued appropriateness of the affected director remaining on the Board or committee, as the case may be, under the changed circumstances and provide its recommendation to the Board, which has final discretion as to whether to accept or reject the director's resignation.

***Former Officers.*** The Board generally believes that it is preferable that former executive officers of the Company not continue to serve on the Board, unless the Board specifically determines that it is in the Company's best interests. Except in the case of an Executive Chair of the Board, Management Directors are expected to tender their resignation from the Board at the time they cease to be an executive officer of the Company.

### 3. **Director Qualifications and Selection.**

***Director Qualifications.*** Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders. Directors should have an inquisitive and objective perspective, practical wisdom and mature judgment. The Board

believes that diversity among Board members is desirable as it encourages broader viewpoints from differing backgrounds and experiences. Therefore, as it reviews potential nominees, the Board will consider diversity.

The CGNC is responsible for reviewing and assessing the skills, experience and background needed of Board members in the overall context of the Company's business and the current composition of the Board, and recommending qualified director candidates to the Board. While the CGNC's and Board's focus and priorities may change from time to time based on the needs of the Company's business, it is anticipated that the CGNC will consider, in particular, the skills, experience and background of Board members and potential candidates in the following areas: retail, consumer products, store operations, real estate, supply chain, logistics, product development and design, merchandising, marketing, multi-unit management, international expansion, franchising, general operations, strategy, human resources, technology, digital commerce, media and public relations, finance and accounting, SEC audit committee financial expert, audit committee, compensation committee, governance committee, CEO, CFO, fashion, enterprise risk management, cyber risk, e-commerce, social media, omni-channel, sourcing, global business, international operations, public company board service, business development, mergers & acquisitions, environmental, social and governance ("ESG") and corporate governance. Additionally, the CGNC shall consider current or recent experience as a chief executive officer or chief financial officer of a public company. When making its Board membership recommendations, the CGNC may consider candidates suggested or recommendations made by any source, including but not limited to, the CEO, Chair of the Board, other Board members, and the Company's shareholders.

***Selection of Director Nominees.*** The Board, working with the CGNC, has the ultimate responsibility for the selection of candidates for nomination for election to the Board at each annual meeting of shareholders and for filling vacancies on the Board that may occur between annual meetings. It is anticipated that the CGNC, through its own efforts and through suggestions by other directors and shareholders, will be able to recruit candidates for Board membership as the need arises. The CGNC also may retain an outside search firm as appropriate. In addition, the Board will consider nominees properly submitted by shareholders for membership to the Board in accordance with procedures set forth in the Company's Bylaws and such potential nominees shall be evaluated in accordance with the criteria set forth above.

***Voting for Directors.*** In accordance with the Company's Articles of Incorporation, in an uncontested election, (i.e., an election where the number of nominees is not greater than the number of directors to be elected), the vote required for the election of a director is the affirmative vote of a majority of votes cast with respect to such director nominee. If an incumbent director does not receive the required number of votes in an uncontested election, that director is expected to promptly submit to the Board in writing his or her irrevocable offer to resign promptly following the certification of the shareholder vote and, within 90 days following certification of the shareholder vote, the CGNC shall consider the resignation, evaluate the circumstances, and make a recommendation to the Board as to the action to be taken with respect to the offer to resign. The Board shall promptly consider the CGNC recommendation. The CGNC and the Board shall consider any factors and information that they deem relevant and appropriate in deciding whether to accept a director's resignation. Any director who tenders his or her resignation pursuant to this provision shall not participate in the CGNC recommendations or the Board action regarding the resignation offer. The Board shall nominate for election or re-election as a director only those candidates who agree to tender such resignation promptly following the certification of the shareholder vote.

Following the Board's decision, the Company shall promptly disclose (but no more than 90 days after certification of the shareholder vote) in a Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC"), the Board's decision, together with a description of the process by which the decision was made and, if applicable, the Board's reason(s) for rejecting the tendered resignation.

If the Board accepts a director's resignation, or if a nominee for director is not elected and is not an incumbent director, then the Board may take any such action allowed pursuant to the Company's Articles of Incorporation and Bylaws, including filling any resulting vacancy or decreasing the size of the Board.

Any director who does not offer to resign as required will not be re-nominated for any additional term. If the offered resignation is rejected by the Board, the director shall continue to serve until the next annual meeting of shareholders and until a successor is duly elected, or until his or her earlier resignation or removal.

#### 4. **Individual Director Responsibilities.**

***General Responsibilities.*** A director is expected to discharge his or her director duties, including as a member of any committee on which the director serves, in good faith, with due care and deliberation, and to act with loyalty in a manner that the director reasonably believes to be in the best interests of the Company. In discharging these obligations, directors should be entitled to rely on the honesty and integrity of, and the information furnished to them by, his or her fellow directors, members of management, and outside advisors and auditors.

***Attendance at Board and Committee Meetings and Annual Meetings of Shareholders.*** It is expected that each director will make every effort to attend each Board meeting and each meeting of any committee on which he or she sits. Attendance in person is preferred in the case of in-person meetings but attendance by teleconference, video or web conference or similar means of remote communication is permitted if necessary. Personal attendance at the annual meeting of shareholders is also expected in the case of an in-person annual meeting. Virtual attendance at the annual meeting of shareholders is expected in the case of a virtual meeting.

***Director Preparedness.*** Each director should be familiar with the agenda for each meeting, have carefully reviewed all materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.

***Conflicts of Interest.*** With respect to any matter under discussion by the Board or a committee, directors must disclose to the Board any potential conflicts of interest, and refrain from participating in the discussions and voting on a matter in which they may have a conflict. If a significant conflict develops and cannot be resolved, the director should resign. Further, directors will cooperate with the Company's review and oversight of Related Party Transactions (as defined in the Company's Related Party Transactions Policy), and such transactions shall be reviewed and overseen in accordance with that policy.

***Orientation for New Directors.*** New directors will receive a comprehensive orientation from appropriate members of management regarding the Company's business and operations within a reasonable period of time after their election or appointment as a director. This orientation will include provision of Company governance and financial documents, meetings with key management, visits to the National Store Support Center and to stores, as appropriate. Other directors may attend any such orientation sessions.

***Continuing Education.*** Board members are encouraged to stay informed concerning developments and best practices in corporate governance and board responsibilities. In furtherance of this goal, the Company reimburses Board members for the reasonable costs of attending one program or conference per year, including related travel and other out-of-pocket expenses in accordance with the Board travel reimbursement policy, set forth herein.

***Confidentiality.*** Pursuant to their fiduciary duties of loyalty and care, members of the Board are required to protect and hold confidential all non-public information obtained due to their directorship

position absent the express or implied permission of the Board to disclose such information. Accordingly, (i) no director shall use confidential information for his or her own personal benefit or to benefit persons or entities outside the Company; and (ii) no director shall disclose confidential information outside the Company, including to principals or employees of any business entity that employs the director or that has sponsored the director's election to the Board, either during or after his or her service as a director of the Company, except with authorization of the Board or as may be otherwise required by law. Directors also may not use such confidential information in violation of any law or regulation. Confidentiality of the proceedings and deliberations of the Board and its committees is essential for an effective Board process and, accordingly, all discussions during Board and Committee meetings, discussions between and among Board members or with Company employees or agents outside of such meetings concerning the Company's business, or discussions relating to Board dynamics generally and materials distributed to or shared with Board members concerning the Company's business, are considered to be confidential information of the Company. Furthermore, confidential information generally includes, among other things, all non-public information relating to the Company, including, without limitation, information that could be useful to competitors or otherwise harmful to the Company's interests or objectives, if disclosed.

Directors are expected to take all appropriate steps to minimize the risk of disclosure of confidential communications and materials provided to them, as well as confidential discussions and decisions. A director immediately will give notice to the Company of any unauthorized use or disclosure of confidential information and shall assist the Company in remedying any such unauthorized use or disclosure. Directors are subject to these obligations with regard to confidential information during and after their service on the Board.

#### 5. **Board Meetings, Functions, and Responsibilities.**

***Primary Responsibilities.*** The primary responsibilities of the Board are the oversight, counseling and direction of the Company's management, in a manner consistent with the interests of the Company's shareholders. These responsibilities include, without limitation, the following:

- Establishing strategic goals for Executive Officers;
- Selecting, regularly evaluating the performance of, and approving the compensation of the CEO through the Human Resources, Compensation and Benefits Committee, and providing counsel and oversight on the selection, evaluation, development and compensation of other senior executive officers;
- Through the Human Resources, Compensation and Benefits Committee, providing oversight of the Company's culture and policies and strategies related to human capital management and diversity and inclusion programs;
- Reviewing, monitoring and, where appropriate, approving the Company's major strategic plans (which the Board should review periodically), and the Company's financial objectives, operating and capital plans, and other significant actions or operations;
- Overseeing the Company's strategic, operational, legal, regulatory, and reputational risk, including management's identification and assessment of major risks facing the Company and assisting in developing mitigation strategies;
- Planning for succession with respect to the CEO and monitoring and advising on management succession planning for Executive Officers;

- Overseeing the conduct of the Company's business to evaluate whether the business is being properly and ethically managed and whether appropriate internal controls are in place and effective;
- Through its committees, providing oversight of the Company's policies and practices relating to environmental, social and governance matters;
- Overseeing the process for maintaining the integrity of the Company with regard to its financial statements and other public disclosures, compliance with laws and ethics, its relationships with customers and suppliers, and its relationships with other stakeholders; and
- Reviewing and overseeing, through the appropriate Board Committee, possible conflicts of interest and Related Party Transactions.

***Scheduling of Board Meetings.*** Generally, there are four to six regularly scheduled Board meetings during each fiscal year. Additional meetings may be scheduled as necessary. The Board may increase or decrease the number of regularly scheduled meetings as it deems appropriate but, in no event, shall it meet less than quarterly.

***Selection of Agenda Items.*** The Chair of the Board, in consultation with the Lead Independent Director (if any), CEO, and Corporate Secretary, shall establish the agenda for each Board meeting. Each Board member is encouraged to suggest agenda items for Board and committee meetings in advance.

***Distribution of Agenda and Board Materials in Advance of Meetings.*** An agenda for each Board meeting and briefing materials will, to the extent practicable, be distributed to each director prior to each meeting. Management shall endeavor to provide detailed and updated financial and business information to the Board every month. During those months when there is a scheduled Board meeting, these materials are distributed approximately one week prior to the meeting along with materials regarding other planned presentations. The presentation materials allow for proper consideration of the subject matter before the Board. When a topic is very sensitive or time constraints do not allow for prior preparation of written materials, the topic will be presented at the meeting.

***Conduct of Board Meetings.*** All meetings of and other actions by the Board shall be conducted in accordance with the Bylaws of the Company, including provisions governing notice and waiver, the satisfaction of quorum requirements, and the taking of action by written consent. At the invitation of the Board, members of senior management and other associates recommended by the CEO may attend Board meetings or portions thereof for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the Executive Officer or associate responsible for that area of the Company's operations.

***Executive Sessions of Non-Management and Independent Directors.*** To promote open discussion among Non-Management Directors, at each regularly scheduled Board meeting (and at any other time requested by the Board), the Non-Management Directors will have the opportunity to meet in executive session without any member of management present. If all of the Non-Management Directors are not Independent Directors, the Independent Directors shall meet in separate executive session at least once per year and shall have the opportunity to do so at each regularly scheduled meeting. The Chair of the Board (or, if the Chair of the Board is not an Independent Director, the Lead Independent Director) shall act as chair at such meetings.

***Access to Management and Associates.*** Directors will have full and complete access to the Company's management and associates upon request to discuss the business and affairs of the Company.

The Board expects that there will be regular opportunities for directors to meet with the CEO and other members of management in Board and committee meetings and in other formal and informal settings. Further, directors may request the attendance at Board meetings of management or associates who can provide insight into items being discussed. Board members should exercise good judgment to ensure that confidential information is not shared inappropriately with management or associates and that contacts outside of Board meetings are not distracting or disruptive to the Company's business operations.

***Authority to Retain Advisors.*** The Board and its committees shall have access to all Company resources, including internal and external auditors, legal counsel, and compensation and benefits experts. The Board also shall have the power to hire independent legal, financial, or other advisors at any time, as it deems necessary and appropriate to fulfill its responsibilities, without the need to obtain the prior approval of any officer of the Company. The reasonable fees and expenses of any such advisors will be paid by the Company.

***Annual Self Evaluation.*** Annually, the Board will conduct a self-evaluation to determine whether the Board and its committees are functioning effectively. The full Board will discuss the evaluations to determine what action, if any, could improve Board and committee effectiveness.

***Shareholder Communications with the Board.*** The Board has established two separate methods for shareholders to communicate with the Board.

Any shareholder who has concerns or complaints regarding the Company's accounting, internal controls, auditing, improper use of the Company's assets, or ethical improprieties, may report these concerns anonymously through the third-party hotline that has been established by the Company by calling (1-888-361-5813) or submitting through [www.chicosfasopendoor.ethicspoint.com](http://www.chicosfasopendoor.ethicspoint.com). Such parties may also report their concerns directly to the Company's Audit Committee via the Corporate Secretary. However submitted, these reports will promptly be forwarded to the Chair of the Audit Committee and separately to the General Counsel and to the Vice President – Internal Audit, and will be handled in accordance with procedures established by the Audit Committee (see "Complaint Procedures for Accounting Matters").

Shareholders who desire to communicate with the Board, with members of the Board of Directors, individually or as a group (such as our Lead Independent Director or the independent or non-management directors), may do so in writing directed to the Company's Corporate Secretary. The Corporate Secretary will forward such communication to the intended recipient(s). Any communication directed to the independent directors or non-management directors as a group will be forwarded to our Lead Independent Director. The Corporate Secretary will keep a file of such communications (including a log thereof), and may also provide the Board of Directors with summaries of such communications. Directors may at any time review the log or file of such communications and may request copies of any communications. Solicitations or matters unrelated to the Company will not be forwarded to an individual director. Communications pertaining to non-executive officer personnel issues or seeking to do business with the Company will be forwarded to the proper business unit within the Company.

***Directors' Interaction with Institutional Investors, News Media, and Others.*** The Board believes that it is important that the Company speak to associates and outside constituents with a single voice. The Board believes that generally, management should speak for the Company. Except in extraordinary cases, each director shall refer all inquiries from institutional investors, analysts, the press or customers about the Company or its business to the CEO or his or her designee. Directors should not speak directly with analysts or investors without the knowledge of the Chair and without the presence of a Company representative unless approved by the Chair.

**Succession Planning.** To assist the Board in its oversight of management succession planning, the Human Resources, Compensation and Benefits Committee (the “HRCBC”) shall annually review the Company’s succession plan for the CEO (including in the event of an emergency or retirement of the CEO) and other members of management. The CEO shall annually meet with the HRCBC to discuss the CEO’s recommendations with respect to succession planning for the other members of management and management development. The HRCBC and CEO shall annually report on succession planning to the Board and the Board will review such succession planning.

6. **Board Committees.**

**Standing and Other Committees.** The Board shall maintain the following standing committees (the “Standing Committees”): (a) an Audit Committee, (b) a Human Resources, Compensation and Benefits Committee, and (c) a Corporate Governance and Nominating Committee. The Board may from time to time create or disband other standing or ad hoc committees. The Board may delegate to such committees authority as permitted or required by applicable laws and the Company’s Bylaws, as the Board sees fit.

**Committee Charters.** Each of the Standing Committees shall have a written charter outlining its purpose, duties and responsibilities, and the qualifications of membership. The Board, in its discretion, may adopt charters for other committees if it deems it necessary and appropriate. Each committee charter will be reviewed by the CGNC and, upon that committee’s recommendation, will be adopted by the Board. All committee charters are available on the Company’s website, at <https://chicosfas.com/about-us/governance-documents-and-charters/>.

**Committee Member Qualifications.** Each of the Standing Committees must be comprised entirely of Independent Directors as defined under the Director Independence Standards. Further, the composition of each committee shall comply with the requirements of applicable law and regulation including, but not limited to, NYSE Rules, the rules and regulations of the SEC, and any other applicable legal requirements. In this regard, and without limiting the generality of the preceding sentence, the Audit Committee and the HRCBC are each subject to certain specific requirements that must be satisfied under applicable NYSE Rules, applicable securities laws and the rules and regulations of the SEC promulgated thereunder, and other related laws, rules and regulations. Among other things, in addition to the requirement that all members of the Audit Committee and the HRCBC be Independent Directors, each member of the Audit Committee also must meet the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and, each member of the HRCBC also should be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

**Committee Assignments and Rotation.** Annually, the Board appoints a chair and the members of each Standing Committee after receiving the recommendations of the CGNC. Consideration is given to rotating committee memberships from time to time. In making such recommendations, the CGNC will consider the special independence and other requirements that must be satisfied under applicable NYSE Rules and SEC regulations, including, without limitation, the appointment to the Audit Committee of Independent Directors who have the requisite financial literacy, at least one of whom can qualify as an “audit committee financial expert” as defined under applicable SEC rules.

**Committee Meetings.** The chair of each committee, in consultation with the committee members and senior management, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the respective committee’s charter. The chair of each committee, in consultation with management, will determine the agendas for the committee meetings. All committee agendas will be available to all Board members, and all Board members will have access to the minutes of any committee meetings and materials distributed to committee members.

***Committee Reports to the Board.*** The chair of each committee will report regularly to the full Board on the meetings and activities of his or her committee.

***Committee Self-Assessment.*** Each committee will conduct an annual evaluation of its performance and effectiveness. The chair of each committee will report to the Board regarding the results of his or her committee's self-assessment and will report to the CGNC regarding any recommended changes to his or her committee's charter.

7. **Ethical Business Environment.**

The Board believes that the long-term success of the Company is dependent upon maintaining an ethical business environment and complying with the letter and spirit of legal and regulatory mandates. The Company has adopted a Code of Ethics, and other internal policies and guidelines designed to comply with the laws, rules and regulations that govern the Company's business operations. The Code of Ethics and these policies and guidelines apply to all associates, officers and directors of the Company and its affiliates.

To ensure an ethical business environment, the Board believes that an appropriate "tone at the top" is necessary. To this end, the Board shall exercise reasonable oversight over the implementation and effectiveness of the Company's compliance and ethics program and ensure that an effective internal audit function is maintained. All directors and employees are expected to perform their duties for the Company legally and ethically and to adhere, and encourage others to adhere, to the Code of Ethics. The Company maintains a legal compliance program designed to ensure a culture of compliance and to reduce the risk that our directors, associates, agents or vendors will violate the laws, rules, regulations or Company policies applicable to them. The CGNC will review any allegation that an executive officer or director may have violated the Code of Ethics and will report its findings to the full Board. The Board does not envision that any waiver to the Code of Ethics will be authorized.

8. **Director Compensation and Indemnification.**

***Director Compensation.*** Only Non-Management Directors receive payment for serving on the Board. The Company does not compensate Management Directors for service on the Board. Director compensation will be set at a level that is consistent with market practice, taking into account the size and scope of the Company's business and the responsibilities of its directors. Compensation for directors will be determined by the Board on the recommendation of the HRCBC and will be reviewed annually. The HRCBC is authorized and urged to seek the advice of outside consultants or other advisors in evaluating the Board's compensation program. When making its recommendation, the HRCBC may take into account the appearance that directors' independence is adversely affected if director compensation and benefits exceed customary levels or if the Company enters into consulting contracts with, or provides other indirect forms of compensation, to a director or an organization with which the director is affiliated. Director compensation must be approved by the Board.

***Travel Reimbursement for Board Service or Other Company Business.*** The Company will cover Board members' travel and other expenses related to Board service or other Company business, and will reimburse Board members for any such out-of-pocket expenses incurred. Whenever feasible, the Company will arrange and pay for all air travel, lodging and ground transportation and other related expenses. If in the Company's best interests, the Company may provide transportation to and/or from Board or other meetings via the Company's private aircraft or a private charter. A Board member may submit documentation of out-of-pocket expenses for reimbursement to the Corporate Secretary or his or her designee.

***Indemnification.*** The Company provides reasonable directors' and officers' liability insurance for the directors and shall indemnify the directors to the fullest extent permitted by law and by the Company's Articles of Incorporation and Bylaws, and shall enter into separate indemnification agreements with each director.

9. **Stock Ownership Policy.**

The Board encourages Board members and executive management to achieve a certain level of stock ownership in the Company. The specific level is set forth in the Company's Stock Ownership Guidelines, which are reviewed periodically by the HRCBC and approved by the Board.

10. **Corporate Governance Guidelines Waiver, Review and Revision.**

The Board may amend, waive, suspend or repeal any of these guidelines at any time, with or without public notice, as it determines necessary or appropriate in the exercise of the Board's judgment or fiduciary duties. The CGNC and the Board shall review these Corporate Governance Guidelines and related documents periodically to determine whether any changes may be appropriate.

## Appendix A

### Director Independence Standards

A director shall qualify as an Independent Director only if the Board affirmatively determines, after considering all relevant facts and circumstances, that the director has no material relationship with Chico's FAS, Inc. or its affiliates (collectively for purposes of these Standards, the "Company"), or any member of management either directly or as a partner, shareholder or officer of an organization (whether or not for-profit) that has a relationship with the Company. When assessing the materiality of a relationship with the Company, the Board should consider the issue from the standpoints of both the director and of the persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. However, ownership of even a significant amount of stock, by itself, is not a bar to independence. A director whom the Board affirmatively determines has no such material relationship with the Company is considered an "**Independent Director.**" In making its determination of independence, the Board will adhere to and comply with all then applicable independence criteria established by the NYSE and with any other applicable laws, rules and regulations. The Board shall review annually the relationships that each director has with the Company. Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company will be considered Independent Directors.

Specifically with regard to service on the Human Resources, Compensation and Benefits Committee, in determining whether a director qualifies as an Independent Director, the Board must consider whether that director has a relationship with the Company or otherwise which could impact his or her ability to be independent from management in connection with the duties of a HRCBC member, including but not limited to the source of compensation of the director and whether the director is affiliated with the Company. Specifically, the Board should consider, with respect to sources of compensation, whether the director receives compensation from any source that would impair his or her ability to make independent judgments about the Company's executive compensation. The Board further should consider whether any affiliate relationship places the director under the direct or indirect control of the Company or senior management or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair his or her ability to make independent judgments about the Company's executive compensation.

The Board has established the following guidelines to assist in making its independence determination:

1. **NYSE "Bright Line" Rules:** A director shall not be independent if:

A. **Certain Employment Relationships.** (1) The director is employed by the Company or was employed by the Company at any time within the preceding three years; or (2) an immediate family member of the director is employed by the Company as an executive officer or was employed by the Company as an executive officer at any time within the preceding three years. Employment as an interim Chair, interim CEO, or other interim executive officer by a director or an immediate family member shall not disqualify a director from being considered an Independent Director following that employment.

B. **Compensation in excess of \$120,000 from the Company.** The director or an immediate family member received, during any twelve month period within the preceding three years, more than \$120,000 in direct compensation from the Company, excluding (1) director and committee fees, pension, or other deferred compensation for prior service (provided such compensation is not contingent in any way on continued service); (2) any compensation received for former service as interim Chair, interim CEO or other

interim executive officer; and (3) compensation received by an immediate family member for service as the Company's employee (other than as an executive officer).

C. **Certain Relationships with Auditors.** (1) The director or an immediate family member is a current partner of a firm that serves as the Company's independent internal or external auditor; (2) the director is an employee of such a firm; (3) an immediate family member of the director is employed by such a firm and participates in the Company's audit; or (4) the director or an immediate family member of the director was, within the preceding three years (but is no longer), a partner or employee of the Company's independent internal or external auditor and personally worked on the Company's audit during such time.

D. **Interlocking Relationships.** The director or an immediate family member of the director is, or has been within the preceding three years, employed as an executive officer of another company where any of the Company's Executive Officers at the same time serves or served on that other company's compensation committee.

E. **Certain Relationships with Vendors.** The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceed the greater of \$1 million or 2% of the other company's consolidated gross revenues. Both the payments and the revenues considered shall be those reported by the other company in its last completed fiscal year. The three-year look-back provision applies solely to the relationship between the Company and the director's or immediate family member's current employer, and such person's former employment need not be considered. In addition, contributions to tax exempt organizations shall not be considered "payments" for this purpose, but the Company will publicly disclose (to the extent required by NYSE and applicable SEC rules or regulations) any such contributions made to any tax exempt organization in which an Independent Director serves as an executive officer if, within the preceding three years, the Company's contributions to the organization in any single fiscal year exceed the greater of \$1 million or 2% of the organization's consolidated gross revenues.

F. **"Immediate Family Member"** as used above means a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. In applying any look-back provisions, individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died are not considered "Immediate Family Members."

2. **Board-Adopted Bright Line Rules.** Relationships within the following categories are deemed *not material* for purposes of the Board's determinations of independence:

A. **Certain Business Relationships** A director's independence is not impaired by the existence of any relationship listed below, provided in each case that the director or immediate family member, as applicable, (i) does not participate in the actual provision of services or goods to, or negotiations with, the Company on the business partner's behalf, (ii) does not receive any special compensation or other benefit as a result of the relationship, and (ii) has not been, within the last three years, employed as an executive officer of the business partner where any of the Company's present Executive Officers at the same time served on the business partner's compensation committee: (1) if a director is an executive officer or employee, or if the immediate family member of the director is an executive officer, of another company that does business with the Company and the annual sales to, or purchases from, the Company are less than the greater of \$1 million or 2% of the consolidated annual gross revenues of the company for which he or she serves as an executive officer or employee; (2) if a director is an executive officer of another company which is indebted to the Company, or to which the Company is indebted, and the total amount of either company's indebtedness to the other is less than one percent of the total consolidated assets of the company for which he or she serves as an executive

officer; (3) an immediate family member is an employee (other than an executive officer) or consultant or advisor of a business partner or lender; or (4) the director or immediate family member directly or indirectly own less than 10% of any class of securities of a business partner or lender.

**B. Certain Relationships with Non-Profit Entities.** Provided the director or immediate family member does not participate in the grant decision or receive any special compensation or benefit as a result, a director's independence is not impaired if the director or an immediate family member is an *officer* of a charitable organization, foundation or other non-profit entity and the Company's discretionary charitable contributions to the organization are less than \$1 million or 2% of that organization's total annual charitable receipts, whichever is less. Any automatic matching of employee charitable contributions will not be included in the amount of the Company's contributions for these purposes. The Board's view is that its members should not avoid volunteering as directors or trustees of charitable organizations and that the Company should not cease ordinary course contributions to organizations for which a director has volunteered. Accordingly, provided the director or immediate family member does not participate in the grant decision or receive any special compensation or benefit as a result, a director's independence is not impaired if the director or immediate family member is a *director or trustee* of a charitable organization, foundation or other non-profit entity.

**C. Other Relationships.** For relationships the character of which are not included in Sections 1 or 2 of this Appendix A, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the existing Independent Directors based on relevant facts and circumstances.

**D. Annual Review.** The Board shall annually review all business and charitable relationships of directors, and whether directors meet these categorical independence tests shall be made public annually. The Company shall make appropriate disclosure of the basis for any Board determination that a relationship was immaterial if it does not fall within one of the Bright Line rules set out in this Appendix A.

## **Appendix B**

### **ROLE DESCRIPTION FOR LEAD INDEPENDENT DIRECTOR**

#### **DUTIES AND RESPONSIBILITIES**

The Lead Independent Director's specific duties and responsibilities include, but are not limited to, the following:

##### **Board – Relationship Management**

- (a) ensures that the different duties, responsibilities and roles of the Lead Independent Director are clearly understood by both the Board and management as well as the boundaries between the Executive Chair and Lead Independent Director;
- (b) engages with the Executive Chair to debrief on decisions reached and suggestions made at meetings or in independent director sessions;
- (c) acts as an advisor to the Executive Chair and CEO as requested or required;
- (d) Facilitates communication between the independent directors and the Executive Chair, including by presenting the Executive Chair's views, concerns and issues to such directors and raising with the Executive Chair, as appropriate, views, concerns and issues raised by such directors;
- (e) monitors the relationship between the Executive Chair and CEO, including facilitating communication between the Executive Chair and CEO by presenting the Executive Chair's views, concerns and issues to the CEO and raising with the Executive Chair, as appropriate, views, concerns and issues raised by the CEO;
- (f) engages with other independent directors to identify matters for discussion during independent director sessions;
- (g) upon request, provides input in respect of the Executive Chair's annual performance evaluation of the CEO; and
- (h) in consultation with the Chair of the Human Resources, Compensation and Benefits Committee, provides the Executive Chair with an annual performance evaluation.

##### **Board and Committee Meetings**

- (a) upon the Executive Chair's request, assists in the preparation for Board and committee meetings and/or assessment of the operations and governance of the Board and its committees; and
- (b) provides leadership to the Board if circumstances arise in which the Executive Chair may be, or may be perceived to be, in conflict, in responding to any reported conflicts of interest, or potential conflicts of interest, arising for any director.

### **Independent Director Meetings**

- (a) ensures that the independent directors of the Board meet in separate independent director sessions at Board meetings, as appropriate, and calls meetings of the independent directors, as appropriate;
- (b) leads independent director sessions and meetings;
- (c) ensures that all matters required to be considered by the independent directors of the Board are brought to a meeting of the independent directors of the Board in a timely fashion;
- (d) monitors the adequacy of materials in connection with independent director deliberations, and ensures that independent directors of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the independent directors during deliberations;
- (e) ensures that all items set out in the agenda for consideration of the independent directors of the Board are properly discussed, considered and resolved;
- (f) ensures sufficient time is provided to discuss agenda items relating to the independent directors of the Board; and
- (g) fosters a cooperative atmosphere where Board members are encouraged to openly discuss, debate and question matters requiring Board attention in a constructive and productive fashion.

### **Other Duties**

Carries out such other duties and responsibilities as the Executive Chair or Board may request from time to time.