

CHICO'S FAS, INC.

INSIDER TRADING POLICY

Purpose

The purpose of this Insider Trading Policy (the "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 the Company 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.

Section I of this Policy applies to all associates and members of the Board ("Board members").

Sections II applies to all Board members and to associates who receive or have access to Material Nonpublic Information regarding the Company, and any entities controlled by such associates or Board members ("Controlled Entities"), and family members who reside with them, others who live in their households, and any family members whose transactions in Company securities are directed by such associate or Board member or are subject to such associate's or Board member's influence or control, such as parents or children who consult with the associate or Board member before they trade in securities of the Company (collectively, "Related Persons"). This group of people, including their Controlled Entities and Related Persons, are collectively 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, and their Controlled Entities and Related Persons.

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 will at those times be subject to this Policy.

SECTION I

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 by any associate or Board member.

A. Definition of Material Nonpublic Information

"Material Nonpublic Information" includes any information not generally known that 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 and nonpublic. It is not possible to define all categories of material information, 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
- developments regarding substantial vendors or suppliers, including the gain or loss of a substantial vendor or supplier
- a potential merger, acquisition, recapitalization, restructuring, strategic alliance, licensing arrangement, tender offer, joint venture, or asset disposition
- stock splits
- a change in dividend policy
- new debt or equity offerings and other financings
- impending bankruptcy or severe financial liquidity problems
- 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
- a significant cybersecurity event

Information is “nonpublic” until it has been disclosed broadly to the marketplace (generally through a filing with the Securities and Exchange Commission (“SEC”) or a press release) and the investing public has had time to absorb the information fully. Information can generally be considered “public” one business day after it has been made generally available.

B. Policies Applicable to all Associates and Board Members

1. Trading on Material Nonpublic Information. No associate or Board member and none of their Controlled Entities or Related Persons, shall engage in any transaction involving a purchase or sale or gift of the Company’s securities, including any offer to purchase or offer to sell, when he or she possesses Material Nonpublic Information, until one full Trading Day has elapsed after public disclosure of such information, or until 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 associate or Board member possesses Material Nonpublic Information, he or she and his or her Controlled Entities and Related Persons often will have to forego a proposed transaction in the Company’s securities, 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 associate or Board member shall disclose (“tip”) Material Nonpublic Information to any other person (including Controlled Entities and Related Persons) where the information may be used by that person to profit by trading in the securities of companies to which such information relates, nor shall such associate, Board member, Controlled Entity 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 the Company’s property, and the unauthorized disclosure of such information is forbidden.

4. Post-Termination Transactions. If an associate or Board member is aware of Material Nonpublic Information when he or she terminates employment or service, he or she may not engage in any transaction in Company securities until that information has become public or is no longer material.

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

1. Liability for Insider Trading.

a. *Individuals.* Individuals covered under this Policy who engage in transactions in the Company’s securities at a time when they have knowledge of Material Nonpublic Information regarding the Company may be subject to civil and criminal penalties of up to:

- i. \$5,000,000,
- ii. three times the amount of profits gained or loss avoided, and
- iii. twenty years in jail.

b. *Controlling Persons.* The Company and its supervisory personnel, if they fail to take appropriate steps to prevent prohibited insider trading, are subject to the following penalties:

i.a civil penalty of up to \$1,000,000 or, if greater, three times the profit gained or loss avoided as a result of the Company insider’s violation;
and

ii.a criminal fine of up to \$25,000,000.

2. Liability for Tipping. Individuals covered by this Policy may 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 takes its commitment to compliance seriously. Independent of any governmental action or penalty, an associate who violates this Policy may be subject to disciplinary action by the Company, which may include immediate termination of employment for cause, whether or not the failure to comply with this Policy results in a violation of law.

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 and 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 Material Nonpublic Information regarding the Company’s business partners. All associates and Board members should treat Material Nonpublic Information about the Company’s business partners with the same care required for information related directly to the Company.

II. SECTION II

A. Additional Procedures for Insiders

The Company has established additional procedures to facilitate compliance with laws prohibiting insider trading while in possession of Material Nonpublic Information. The procedures in this Section II apply to Insiders.

1. Trading Window. All Insiders shall conduct transactions involving the purchase or sale or gifting 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 and may not be the same for all Insiders. The trading window may be closed from time to time due to the existence of Material Nonpublic Information. The CFO, General Counsel 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 trading window because of developments known to the Company and not yet disclosed to the public. In such event, affected persons shall not engage in any transaction involving the purchase or sale or gifting 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 (including making or receiving gifts) 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.

2. Pre-clearance of Trades. All Insiders must comply with the Company's applicable "pre-clearance" requirements before buying, selling other otherwise engaging in a transaction (including making or receiving a gift) in the Company's securities. Each such person should submit a pre-clearance request form to the CFO, General Counsel or Chief Legal and Compliance Officer, or their designee to obtain written pre-clearance of the proposed trade prior to commencing any trade in the Company's securities.

B. Insiders who are subject to Section 16 reporting under the Securities Exchange Act of 1934, as amended ("Section 16"), must also comply with the reporting obligations and limitations on short-swing transactions set forth in 10b5-1 Trading Plans.

Any Insider who wishes to adopt a trading plan contemplated by Rule 10b5-1 of the 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 must be approved in writing in advance by the CFO, General Counsel or Chief Legal and Compliance Officer;
- b. The plan may only be adopted during a trading window;
- c. The plan may only be adopted when the Insider is not in possession of Material Nonpublic Information;
- d. The plan may not take effect until at least 2 weeks following the adoption of the plan;
- e. The plan must have a minimum duration of 6 months; and
- f. The Insider must be in compliance with the Company's stock ownership guidelines after the plan has been fully implemented.

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

C. Certain Exceptions

An election by an Insider to participate in the Company's Employee Stock Purchase Plan (the "ESPP") or change that election are subject to the trading window and pre-clearance requirements of this Policy. However, since shares purchased under the ESPP are purchased pursuant to elections previously pre-cleared and made during the trading window, actual ESPP

purchases are not subject to this Policy and may be made by the ESPP outside of the trading window and without pre-clearance. However, the subsequent sale or gifting of any Company shares purchased through the ESPP is subject to the trading window and pre-clearance requirements of this Policy.

The exercising of stock options without a subsequent sale (sometimes called an exercise and hold) is exempt from the trading window and pre-clearance requirements of this Policy. However, the sale of Company stock in connection with a broker-assisted cashless exercise of a stock option, any market sale for the purpose of generating cash to pay the exercise price of a stock option, and the sale of Company stock obtained via the exercise of a stock option are all subject to the trading window and pre-clearance requirements of this Policy.

This Policy does not apply to the vesting of restricted stock or restricted stock units granted under any Company stock incentive plan, or to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares subject to an award to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock unit. The trading window and pre-clearance requirements of this Policy do apply, however, to any market sale or gift of previously restricted stock or restricted stock unit.

D. Additional 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 options, warrants, puts, calls, or similar instruments on the Company's securities.
4. Trading on margin.
Insiders may not trade on the margin on the Company's securities.
5. Stock Pledges.
Since December 1, 2013, Insiders have been prohibited from pledging their shares of the Company's securities. Any Insider who had 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, General Counsel or Chief Legal and Compliance Officer.