

## CHICO'S FAS, INC.

### POLICY ON GRANTING EQUITY AWARDS

#### A. Introduction

The Board of Directors of Chico's FAS, Inc. (the "Company") recognizes the importance of adhering to specific practices and procedures in the granting of equity awards. This policy shall apply to all grants of equity awards by the Company. Equity awards are any compensatory award under the Company's equity compensation plans (or otherwise) in the form of common stock or restricted stock or any derivative of common stock, including stock options, stock appreciation rights, restricted stock units, performance shares, or performance share units.

#### B. Authority to Grant Awards

The Human Resources, Compensation and Benefits Committee (the "Committee") or the Board of Directors may delegate the authority to grant equity awards to the Chief Executive Officer, the Chief Financial Officer, or the Chief Human Resources Officer (the "Authorized Individuals"). This delegation shall apply only to the granting of new-hire, promotional and key contributor equity awards to Senior Vice Presidents and below and, except for key contributor equity awards, only if such equity awards are within the values previously approved by the Committee. The Committee shall receive regular reports of grants made pursuant to this delegated authority. All other equity awards may be granted only by the Committee or the Board of Directors.

#### C. Procedure for Granting Awards

The Compensation Department will prepare a list of equity grants to be considered by the Committee or the Board, which list will include the grantee's name, the proposed number of units, shares, or options to be granted, and the vesting terms. The list will be submitted to the Committee or the Board in advance of the scheduled meeting or approval date on which the awards will be granted. To the extent any grantees are officers subject to Section 16 reporting obligations, the list of proposed grants should also be provided in advance of the scheduled meeting or approval date to the Chief Financial Officer or the Chief Financial Officer's designee.

Grants made by the Committee or the Board of Directors will occur at meetings of the Committee or the Board (including telephonic or videoconference meetings), and may also occur through action by unanimous written consent. The minutes of meetings at which grants of equity awards are made must include the names of the grantees, the number of units, shares, or options granted to each grantee, the grant date and the vesting terms. All grants will be made pursuant to a standard form of award agreement previously approved by the Committee unless the Committee or Board determines otherwise.

#### D. The Grant Date and Grant Price of Equity Awards

The grant date of any annual equity grant to non-management directors shall generally be the date of the Company's Annual Meeting of Shareholders. The grant date of any equity awards approved by the Committee, the Board, or the Authorized Individuals for all other grants shall generally be the

first business day of the month after the date the Committee, the Board, or the Authorized Individuals approve the grants. For the purposes of this policy, “business day” shall mean a day that the New York Stock Exchange is open for business. When granting stock options or other equity awards with an exercise price, the exercise price shall be no less than the closing price of the Company’s common stock on the grant date.

#### **E. Error Correction Process**

No additions or changes to the list of approved equity awards that was submitted to and approved by the Committee or the Board of Directors may be made once such list has been approved, unless such additions or changes are approved by the Committee or the Board of Directors. In the event that a list contains an error or omission, the correction will be made by including any omitted grant in the next planned issuance of equity grants. If an error or omission occurs, depending on the reason for the error or omission, a decision may be made to adjust the amount or the vesting schedule of the later grant to compensate for the delayed vesting or change in exercise price from the intended grant date to the actual grant date provided.

#### **F. Award Packages**

The Compensation Department or third-party stock plan administrator engaged to administer the Company’s equity awards will distribute equity award packages (which may be electronic) to all grantees promptly, ideally within ten business days from the grant date. The Compensation Department will annually review all standard forms of equity grant agreements, and will obtain the approval of the Committee for any proposed modifications.