

chico's FAS[®]

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Audit Committee (“Committee”) of Chico’s FAS, Inc. (“Company”) is appointed by the Board of Directors (“Board”) to oversee the accounting, financial reporting and internal control processes of the Company, as well as the external audits of the Company’s financial statements and related risk management. Accordingly, it is the role of the Committee to assist the Board in monitoring and overseeing: (a) the integrity of the Company’s financial statements and other financial information; (b) the Company’s systems of internal accounting and financial controls; (c) the independent auditors’ qualifications and independence; (d) the performance of the Company’s internal audit function and independent auditors; and (e) the Company’s legal and regulatory compliance processes. In furtherance of this purpose, the Committee shall maintain free and open communication among the members of the Committee, and the Company’s independent auditors, internal auditors, and management. The Committee shall also prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included with the Company’s annual proxy statement.

II. Membership

The Committee shall be comprised of at least three directors. Each director shall meet the applicable independence requirements of the rules of the New York Stock Exchange (“NYSE”) and the more rigorous independence requirements for audit committee members set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as well as the Director Independence Standards set forth in the Company’s Corporate Governance Guidelines.

All members of the Committee shall be financially literate as such qualification is interpreted by the Board in its business judgment, or become financially literate within a reasonable time after appointment to the Committee. In addition, at least one member of the Committee shall qualify as an “audit committee financial expert,” as defined by the rules of the Securities and Exchange Commission (the “SEC”) and determined by the Board. The Board shall use its business judgment in determining the qualifications of Committee members. Committee members may not serve on more than three public company audit committees (including the Company’s), unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

No member of the Committee may be affiliated with the Company or may accept directly or indirectly any consulting, advisory or other compensatory fee from the Company other than director and committee fees and pension or other forms of deferred compensation for prior service with the Company (provided such compensation is not contingent in any way on continued service).

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 under this Charter in its judgment, but no less than once each fiscal quarter. The Committee Chair or a majority of the Committee members may call a special Committee meeting. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the

presence of management. In addition, the Committee shall meet at least annually with management, the Vice President of Internal Audit, and with the independent auditors, in separate executive sessions to discuss any matters that the Committee or each of these persons or groups believes should be discussed privately. The Committee also shall have such other direct and independent interactions with such persons from time to time as the members of the Committee may deem appropriate. The Committee may request any officer or employee of the Company, its outside counsel, or its independent auditors to attend a meeting of the Committee or to meet with members of, or consultants and advisors to, the Committee. Meetings may be held in-person, telephonically, by video or web conference or by similar means of remote communication.

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 regularly with respect to its activities and decisions, and specifically, with regard to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, and the performance and independence of the Company's independent auditors, and the performance of the internal audit function. The Committee's operations shall be governed otherwise by the then current Bylaws of the Company and the Florida Business Corporation Act.

IV. Responsibilities and Duties

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

A. Independent Auditors

1. The Committee shall be directly and solely responsible for the appointment, retention, termination, compensation, oversight, and assessment of the work of the independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. At least annually, the Committee shall appoint the independent auditors for the ensuing fiscal year, and will report to the Board regarding its determinations about the appointment or removal of any independent auditors. The independent auditors shall report directly to the Committee.
2. The Committee shall pre-approve the audit and internal control related services, as well as any permitted non-audit services (including the fees and terms thereof) to be performed by the independent auditors, subject to the *de minimis* exemption for non-audit services as set forth in the applicable provisions of the Exchange Act that are approved by the Committee prior to completion of the audit. In no event shall the Committee approve non-auditing services that are prohibited by Section 10A of the Exchange Act. The Committee shall review and discuss with the independent auditors any documentation supplied by the independent auditors as to the nature and scope of tax services to be approved, as well as the potential effects of the provision of such services on the auditors' independence. If required due to time constraints, tax or other non-audit services provided by the independent auditors may be pre-approved by the Committee Chair, provided that the pre-approval of such services is ratified at the Committee's next meeting. The Committee may also delegate to one or more designated members of the Committee the authority to grant such pre-approvals.
3. On an annual basis, the Committee shall meet with the independent auditors and financial management of the Company to review the scope and plans for the proposed audits of the financial statements and internal controls for the current year, including the adequacy of staffing, to ensure the audit approach covers all financial statement areas where there is a risk of material misstatement and, following completion of the audits, shall review the results of the audits in regular and executive sessions, including any comments or recommendations of the independent auditors.

4. The Committee shall consider whether the provision of any permitted non-audit services by the independent auditors is compatible with maintaining the auditors' independence, and shall solicit the input of management and the independent auditors on that issue.
5. At least once each year, the Committee shall meet with the independent auditors without members of management present. Discussion items in such meetings shall include the independent auditors' evaluation of the Company's financial, accounting and auditing personnel; any audit problems or difficulties and management's response thereto; the level of cooperation and access the independent auditors received during the course of their audits, including any restrictions on the scope of the auditors' activities or access to requested information; any significant disagreements with management; any adjustments that were proposed by the independent auditors but were "passed" (as immaterial or otherwise); any matters which might reasonably be expected to affect the autonomy of the independent auditors; and any other matters required to be discussed under applicable auditing standards.
6. Annually the Committee shall obtain and review a report by the independent auditors describing: (a) the independent auditors' internal quality-control procedures; (b) any material issues raised by: (i) the most recent internal quality-control review; (ii) a peer review; or (iii) any governmental or professional authority's inquiry or investigation, within the preceding five years, regarding any independent audit carried out by the independent auditors; and (c) any steps taken to deal with any such issues.
7. The Committee shall evaluate annually the qualifications, performance and independence of the independent auditors, including consideration of whether the independent auditors' quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditors' independence. The Committee shall discuss all relationships between the independent auditors and any affiliates and the Company. In addition, the Committee shall review and evaluate the lead partner on the audit. The Committee's evaluation shall take into account the opinions of management and the Company's internal auditors. The independent auditors shall confirm that, in their view, they are independent from the Company. As part of its evaluation, the Committee shall obtain from the independent auditors and review a formal written statement (consistent with the requirements of the Public Company Accounting Oversight Board ("PCAOB")) delineating all relationships and services between the independent auditors and any affiliates and the Company. It is the responsibility of the Committee to actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and for purposes of taking appropriate action to oversee the independence of the independent auditors. Further, as part of its review and evaluation, the Committee shall ensure the rotation of the lead, concurring and other audit partners, as required by law. The Committee should periodically consider whether there should be rotation of the independent auditing firm. The Committee shall present its conclusions with respect to its review and evaluation of the independent auditors to the full Board.
8. The Committee shall establish a clear policy for the Company's hiring of employees or former employees of the independent auditor.

B. Financial Statements and Disclosure

1. The Committee shall review and discuss with the independent auditors and management the annual audited and quarterly financial statements and related footnotes, including the disclosures contained in the "Management's Discussion and Analysis of Financial Condition and Results of Operation" and in any earnings press releases. The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

2. The Committee shall review and discuss with the independent auditors and management: (a) major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of accounting principles; (b) any analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including analyses of the effects of using methods that are an alternative to U.S. Generally Accepted Accounting Principles ("GAAP") on the Company's financial statements; and (c) the effect of regulatory and accounting initiatives on the Company's financial statements.
3. The Committee shall periodically discuss with the independent auditors: (a) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting; and (b) the completeness and accuracy of the Company's financial statements. The independent auditors shall provide their judgment as to the Committee about the quality, not merely the acceptability, of the accounting principles and the reasonableness of any significant judgments applied, and the clarity of disclosures in the financial statements as part of such discussion.
4. The Committee shall receive all reports from the independent auditors, as required by the applicable provisions of the Exchange Act regarding: (a) all critical accounting policies and practices to be used in the preparation of the Company's financial statements; (b) all alternative accounting of financial information within GAAP that have been discussed with management, along with the ramifications of the use of such alternative accounting and disclosures and the preferability of such accounting by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences. The Committee shall also discuss with the independent auditors the Critical Accounting Matters and auditor tenure as required to be reported by PCAOB Audit Standard No. 3101.
5. The Committee shall review and discuss with management, the independent auditors, and the internal auditors: (a) the adequacy and integrity of the Company's internal controls over financial reporting and the disclosure controls and procedures designed to ensure compliance with applicable laws and regulations; (b) any major issues or significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data; (c) to the extent that any such deficiencies are identified, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; and (d) any recommendations for the improvement of internal control procedures or areas where new or more detailed controls or procedures are desirable.
6. The Committee shall review and discuss with management, the Vice President of Internal Audit, and the independent auditors, the Company's internal controls report and the independent auditors' attestation report prior to the filing of the Company's Annual Report on Form 10-K.
7. The Committee shall review disclosures made by the Chief Executive Officer and Chief Financial Officer as part of their certification of the Annual Report on Form 10-K and Quarterly Report on Form 10-Q regarding any significant deficiencies or material weaknesses in the design or operations of the Company's internal control over financial reporting or material weaknesses therein that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and any fraud, whether or not material, that involves management or other employees that have a significant role in the Company's internal control over financial reporting.
8. If the Company issues an earnings press release prior to the filing of an Annual Report on Form 10-K or a Quarterly Report on Form 10-Q, the Committee shall review and discuss with management and

the independent auditors the Company's financial results contained in such earnings release prior to the filing of a Current Report on Form 8-K containing such earnings press release. In addition, prior to issuance of any such release, the Committee shall discuss with management the use of "pro forma" or "adjusted" non-GAAP information in any such release, as well as in any financial information and earnings guidance provided to analysts and rating agencies. Such discussions required by this provision may be general, i.e., relating to the types and nature of information to be disclosed and the manner of its presentation.

9. The Committee shall discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as any off-balance sheet structures on the Company's financial statements.

C. Internal Auditors

1. The Committee shall have oversight of the internal audit function. The Committee shall review and approve, in advance, the appointment, replacement, or dismissal of the Vice President of Internal Audit, and shall oversee his or her annual performance review.
2. The Committee shall review with the independent auditors, the internal audit department, and management the adequacy and effectiveness of the Company's internal audit function, staff qualifications, department organization and performance.
3. The Committee shall review the internal audit function's responsibilities, staffing, annual project plan and budget and any significant changes thereto.
4. The Committee shall review with management and the internal audit department the status and results of audit projects as well as the progress on any remedial actions.
5. The Committee shall review all significant reports to management prepared by the internal audit department and any responses from management.
6. The Committee shall periodically receive reports from and consult with the Company's information technology department regarding information technology systems and processes that relate to or affect the Company's internal control systems.

D. Oversight of Legal, Compliance and Risk

1. While it is the job of the CEO and senior management to assess and manage the Company's exposure to risk, the Committee must discuss guidelines and policies to govern the process by which this is handled. The Committee shall periodically discuss the Company's major financial risk exposures and the steps management has taken to assess, monitor and control such exposures.
2. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and procedures for confidential, anonymous submission by employees of concerns to the Committee regarding questionable accounting or auditing matters.
3. The Committee shall review and discuss with the legal department legal and regulatory compliance matters and significant legal contingencies, including any communications received from government regulatory agencies that may have a material impact on the Company's financial statements.

4. The Committee shall report regularly to the Board with respect to its oversight responsibilities and findings.

E. Other Responsibilities

1. The Committee shall prepare the report required by the rules of the SEC to be included with the Company's annual proxy statement.
2. The Committee shall perform an annual self-assessment of its performance relative to its purpose, responsibilities and duties, as set forth in this Charter.
3. The Committee shall annually review this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.
4. The Committee shall oversee the policies and procedures governing management's communications with analysts and rating agencies.
5. In discharging its oversight role, the Committee shall have the power to conduct or authorize investigations into any matter within the Committee's scope of its responsibilities, with full access to all books, records, facilities, and personnel of the Company.

V. External Resources Available to the Committee

The Committee shall have the authority, to the extent it deems necessary or appropriate to carry out its duties, to engage, terminate, and determine funding for legal, accounting, or other advisors. The Company shall provide for appropriate funding, as determined by the Committee without consulting with or obtaining approval from any officer of the Company in advance, for payment of compensation to the independent auditors and any advisors engaged by the Committee for the purpose of rendering or issuing to the Company an audit report or performing other audit, review, or attestation services and to any advisors engaged by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

VI. Limitations

The Committee serves a board-level oversight role, in which it provides advice, counsel and direction to management, internal audit, and the independent auditors based on the information it receives and the discussions it has with management, internal audit, and the independent auditors. The Committee does not prepare financial statements or perform audits. As a result, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with GAAP and applicable rules and regulations. Those are the responsibilities and duties of the Company's management and the independent auditors. Consequently, in carrying out its responsibilities, the Committee is not providing any professional certification as to the independent auditors' work.

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.