



CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Corporate Governance and Nominating Committee ("Committee") of Chico's FAS, Inc. ("Company") is appointed by the Board of Directors ("Board") to: (i) develop, assess, maintain, and recommend a set of corporate governance guidelines and policies to the Board; (ii) consistent with the criteria established by the Board, identify and evaluate potential director candidates; (iii) recommend director nominees to the Board for election at the annual meeting of shareholders and candidates to fill vacancies between annual meetings of shareholders; (iv) recommend to the Board directors to serve as members of each committee of the Board, as chair of each such committee, and as chair of the Board; and (v) oversee the evaluation process for reviewing the performance of the Board, its committees and management, as appropriate.

II. Membership

The Committee shall be comprised of at least three directors. Each director must meet the applicable independence requirements of the rules of the New York Stock Exchange ("NYSE"), as well as the Director Independence Standards set forth in the Company's Corporate Governance Guidelines. 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 in its judgment to perform its responsibilities and duties under this Charter, but no less than twice a year. The Committee Chair or a majority of the Committee members may call a special meeting of the Committee. Meetings may be held in-person, by telephone, or by video or web conference or 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 with respect to its activities and decisions. 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 principal responsibilities, duties and authority, along with such other responsibilities as the Board may delegate to the Committee from time to time:

A. *Nomination Related Responsibilities*

1. Develop and recommend to the Board the criteria for the skills, experience, and background of potential Board candidates to strengthen and balance the Board and to satisfy applicable laws, rules, regulations and listing standards. In addition, the criteria should include other appropriate skills, experience, background and other characteristics desired or required for Board membership, including a potential director candidate's integrity, character, education, age, diversity, reputation and knowledge and experience in matters impacting the industry of the Company. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, education, international experience, skill, and other

individual qualities and attributes that contribute to board heterogeneity, including but not limited to characteristics such as race, gender, national origin and age.

2. Periodically review the composition and size of the Board relative to its various responsibilities to ensure that the Board has the proper diversity, expertise and independence and make recommendations to the Board.
3. Identify and recruit potential director candidates consistent with the criteria approved by the Board. The Committee may maintain an active file of potential candidates for consideration by the Board and may retain an outside search firm as appropriate.
4. Review and evaluate the qualifications of potential director candidates proffered by any source, including, but not limited to, the Chief Executive Officer, Chair of the Board, other directors and shareholders of the Company.
5. Review the customary vetting and background checks completed by management with respect to potential director candidates.
6. Recommend to the Board the slate of director nominees to be proposed by the Board for election at each annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In arriving at its recommendations, the Committee should consider the criteria approved by the Board and best practices for board refreshment, and review the performance and contribution of proposed director nominees for re-election, as well as the qualifications of proposed new directors.
7. Evaluate each non-employee director against the established Director Independence Standards set forth in the Company's Corporate Governance Guidelines and present the findings and recommendations to the Board.
8. Recommend to the Board director candidates for appointment as a director of the Company to fill vacancies on the Board between annual meetings of the shareholders, including vacancies created by an increase in the authorized number of directors on the Board.
9. Annually recommend to the Board directors to serve as members of each committee of the Board, as the chair of each such committee, as Chair of the Board and as Vice Chair of the Board (if any). In arriving at its recommendations, the Committee should consider whether each proposed committee member satisfies the membership requirements of the committee to which he or she would be appointed. The Committee shall consider and make recommendations to the Board from time to time as to whether there should be a policy of periodic rotation of directors among the committees or any limitations on the number of consecutive years a director should serve on any one Board committee or as Board chair.
10. Annually review the Company's Board leadership structure and make recommendations to the Board. If necessary, recommend to the Board the intervals of rotation of the Lead Independent Director.

B. Corporate Governance Related Responsibilities

1. Develop and recommend to the Board a set of corporate governance policies, practices and guidelines appropriate to the Company, and, at least annually or more frequently as it deems appropriate, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board.
2. Establish, maintain, and periodically review the process for shareholder communications with the Board.

3. Review any request by a director to accept a seat or committee assignment on a board of directors of a for-profit company and recommend to the Board whether such request should be approved.
4. Review any change in 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 a director's relationship with the Company and present recommendations on the same to the Board.
5. Review any related party transactions (as defined in the Company's Related Party Transactions Policy). After reviewing any related party transactions, either approve or disapprove the entry into such transaction.
6. Review possible conflicts of interest for directors and executive officers, whether or not related party transactions, and make recommendations to prevent, minimize or eliminate such conflicts of interest.
7. Periodically review and assess the policies and procedures of the Board as they relate to the operations of its meetings and actions taken by the Board, including the frequency and structure of Board meetings, and recommend new or revised policies to enhance the Board's effectiveness, as deemed necessary or appropriate.
8. Periodically review and assess the Company's Articles of Incorporation ("Articles") and Bylaws. Monitor the Company's compliance with its Articles and Bylaws, NYSE rules and other regulations governing public companies.
9. Review and make recommendations to the Board with respect to proposals for corporate action received from the Company's shareholders, including whether the Company should support or oppose the proposal.
10. Review any offer to resign submitted by a director and make a recommendation to the Board whether to accept or reject the director's offer.
11. Recommend to the Board an evaluation process of the Board, its committees and management, as appropriate, provide oversight for this process, and report to and discuss with the Board its findings and conclusions (including providing individual feedback, as appropriate).
12. Conduct an annual self-assessment of the Committee's own performance relative to its purpose, responsibilities and duties, as set forth in this Charter.
13. Annually review and reassess the adequacy of the Charter for this Committee and the charters for all other Board committees. Recommend any proposed changes to the Board.
14. Oversee the Company's Code of Ethics ("Code") and the Company's processes and procedures regarding compliance with and enforcement of the Code.
15. Consider any other corporate governance issues that may arise from time to time or as directed or requested by the Board and provide the Board with its assessment of or recommendation regarding such matters.

C. *Information Security Related Responsibilities*

1. Oversee the adequacy and effectiveness of the Company's information security and technology risk management policies and internal controls regarding technology, data privacy and information security.

2. Receive reports from management, not less than twice annually, regarding the Company's information security and technology risks and mitigation efforts.

V. External Resources Available to the Committee

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to: (a) retain or terminate any search firm to be used to identify director candidates and (b) approve the search firm's fees and other retention terms. The Committee also shall have the authority, with or without Board approval, to: (i) conduct or authorize investigations into or studies of matters within the Committee's scope of duties and responsibilities, and (ii) obtain advice and seek assistance from internal or external legal, accounting and other advisors as it deems necessary or appropriate in carrying out its duties and responsibilities under this Charter. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firms or advisors retained by the Committee.

VI. Limitations

While members of the Committee have the responsibilities and duties set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.