



CHARTER OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Environmental, Social and Governance (“ESG”) Committee (“Committee”) of Chico’s FAS, Inc. (“Company”) is appointed by the Board of Directors (“Board”) to: (i) assist the Board in overseeing the Company’s attention to matters relating to ESG, including, but not limited to, health and safety, environmental sustainability, human rights, philanthropy and other social and public matters of significance to the Company; (ii) provide oversight of the Company’s policies and practices with respect to such matters; and (iii) perform the other duties and responsibilities set forth in this Charter; provided that the Committee shall not be responsible for oversight of ESG matters for which the Board has assigned primary oversight to another Board committee.

II. Membership

The Committee shall be comprised of at least three directors. 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. The Committee may request any officer or employee of the Company, the Company’s outside counsel, or any advisor or consultant to attend a meeting of the Committee or to meet with any members of, or advisors to, 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:

1. The Committee shall oversee the Company’s ESG policies and practices, including, but not limited to, health and safety, environmental sustainability, human rights, philanthropy and other social and public matters of significance to the Company and, when appropriate, provide the Board with its assessment or recommendation regarding such matters.
2. The Committee shall oversee and review any reports the Company prepares and publishes related to ESG matters.
3. The Committee shall review and make recommendations to the Board with respect to proposals for corporate action relating to ESG matters received from the Company’s shareholders, consulting with the Corporate Governance and Nominating Committee as necessary.

4. The Committee shall oversee the Company's charitable giving policies and programs and periodically receive reports from management on charitable contributions made by the Company or a Company-sponsored charitable foundation.
5. The Committee shall review and receive updates from management on significant social and public responsibility matters of interest to the Company and its stakeholders, metrics relating to the Company's brands, and strategies for enhancing the Company's reputation among its stakeholders regarding ESG matters.
6. The Committee shall monitor and make recommendations to the Board with respect to the Company's compliance with the Conflict Minerals Policy of the Company and reporting under Rule 13p-1 under the Securities Exchange Act of 1934, as amended, and Form SD of the Securities and Exchange Commission.
7. The Committee shall conduct an annual self-assessment of the Committee's own performance relative to its purpose, responsibilities and duties, as set forth in this Charter.
8. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

V. External Resources Available to the Committee

The Committee shall have the resources and authority to discharge its responsibilities, including 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 advisors retained by the Committee.

VI. Limitations

While members of the Committee have the duties and responsibilities 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.