



CHARTER OF THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Executive Committee ("Committee") of Chico's FAS, Inc. (the "Company") is appointed by the Board of Directors ("Board") and is responsible for providing an efficient and expedient method for handling matters that require the attention of the Board during intervals between meetings of the Board. The Committee may exercise such authority and powers as the Board properly delegates.

II. Membership

The Committee shall be comprised of at least three directors, two of whom must meet the independence requirements of the rules of the New York Stock Exchange, as well as the Director Independence Standards set forth in the Company's Corporate Governance Guidelines, and one of whom must be the Company's Chief Executive Officer ("CEO"), if the CEO is also a director. 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 on an as needed basis. 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, the Corporate Governance Guidelines of the Company and the Florida Business Corporation Act ("FBCA").

IV. Responsibilities and Duties

Subject to the limitations set forth in the FBCA, the Committee shall function on behalf of the Board during intervals between Board meetings, as necessary, and shall perform such other tasks as are properly delegated by the Board from time to time. The Committee shall review the adequacy of this Charter periodically 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 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.