



CHARTER OF THE MERCHANT COMMITTEE OF THE BOARD OF DIRECTORS

I. Purpose

The Merchant Committee (the "Committee") of Chico's FAS, Inc. (the "Company") is appointed by the Board of Directors ("Board") to (i) provide oversight and advice to the appropriate officers of each of the Company's brands on matters concerning the Company's products, and (ii) perform the other duties and responsibilities set forth in this Charter.

II. Membership

The Committee shall be comprised of at least two 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 four times 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 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.

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 provide merchandise related advice and insight to each of the Company's brands.

2. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.
3. 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.

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.