

CHICO'S FAS, INC.

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

I. Purpose

The Corporate Governance and Nominating Committee (the "Committee") is responsible for creating and maintaining the overall corporate governance policies for the Company, for identifying, screening, recruiting and presenting director candidates to the Board of Directors (the "Board") consistent with criteria approved by the Board, nominating directors for committee membership, and overseeing Board and management evaluations.

II. Membership

The Committee shall be comprised of at least three directors, all of whom must qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange and under any other applicable regulatory requirements.

The members shall be elected to one-year terms by the Board at the Board's annual meeting and shall serve until their resignation, retirement, or until their successors are appointed or elected and qualified. The Board may also remove a member by majority vote of the Independent Directors then in office. The Board shall designate a Committee Chair who shall be responsible for reporting the Committee's activities and decisions to the Board.

III. Meetings and Procedures

The Committee shall meet at least two times a year and may meet more frequently as circumstances require. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee. If necessary, meetings may be held by telephone or video conference. A majority of the members of the Committee shall constitute a quorum for the transaction of business and a majority vote of the members present constitutes action of the Committee.

IV. Responsibilities and Duties

The Committee shall have the following principal duties and responsibilities:

1. The Committee will recommend to the Board policies to enhance the Board's effectiveness, the size and composition of the Board, and the frequency and structure of Board meetings.

2. The Committee will annually review the Company's corporate governance guidelines and recommend any necessary changes to the Board.
3. The Committee will maintain and recommend changes to the Company's Code of Ethics for directors, officers and associates, including specific provisions applicable to the financial officers. The Committee will also consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
4. The Committee shall determine the types of backgrounds, qualifications and skills needed to help strengthen and balance the Board and to satisfy applicable laws and regulations, compare this criteria to the backgrounds, qualifications and skills of existing Board membership and, consistent with criteria approved by the Board, nominate candidates to fill vacancies accordingly. To this end, The Committee will seek to maintain an active file of suitable potential candidates for consideration as nominees to the Board. In compiling the file, the Committee shall consider, where appropriate, the independence of each candidate.
5. The Committee will also help ensure that the Audit, Compensation and Benefits, and Corporate Governance Committees of the Board have the benefit of qualified and experienced "independent" directors.
6. The Committee shall annually recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be elected by the Board to fill vacancies. Recommendations should include a review by the Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.
7. The Committee shall annually recommend to the Board membership on the various Board committees and a chair for each such committee. Recommendations should consider the qualifications for membership on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.
8. The Committee shall oversee the annual performance evaluations for the Board as a whole and the Committee. The Committee shall also monitor director performance, provide assistance and counseling in connection with such performance and, if necessary, suggest changes to the Board based upon director performance. In conducting these performance evaluations, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
9. In conducting these performance evaluations, the Committee shall address all matters that it considers relevant, including at least the following: the adequacy, appropriateness, and quality of the information presented to the Committee and the Board, the manner in which the information is discussed or debated, and whether the number and length of

meetings is adequate for the Board and Committee to complete their work in a thorough and thoughtful manner.

10. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies and procedures, which is then discussed with the full Board and acted upon as appropriate.
11. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of duties and responsibilities, may secure advice and seek assistance from outside legal, accounting and other advisors in carrying out its duties and responsibilities, and may retain, at the Company's expense, such advisors, consultants and legal counsel as it deems necessary, including having the sole authority to approve the fees and other retention terms of the outside advisors.
12. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

V. 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.