


**Chico's FAS, Inc.**

CHS NYSE

Retail - Apparel / Accessories

Market Capitalization USD:

\$1,968.13 mm**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: David F. Dyer**Age: 62****CEO Since: 2009**

	2009	2010	2011
Base Salary	\$950,000	\$950,000	\$950,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,662,500	\$1,426,900	\$1,048,800
Benefits and Perquisites	\$24,104	\$12,888	\$8,126
TOTAL ANNUAL COMPENSATION	\$2,636,604	\$2,389,788	\$2,006,926
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,186,701	\$0	\$0
Stock Awards	\$431,000	\$1,378,000	\$2,738,000
TOTAL COMPENSATION	\$4,254,305	\$3,767,788	\$4,744,926
Median of Other Named Executive Officers Total Compensation	\$1,557,664	\$2,847,455	\$1,881,939
Value Realized on Exercise of Stock Option	\$0	\$1,279,987	\$0
Value Realized on Vesting of Stock	\$94,482	\$12,568	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$94,482	\$1,292,555	\$0

Proxy Date: 4 May 2012

Annual Meeting Date: 21 Jun 2012

Equity Reserves: 10.98%

Stock Option Run Rate: 1.07%

Chico's FAS, Inc.

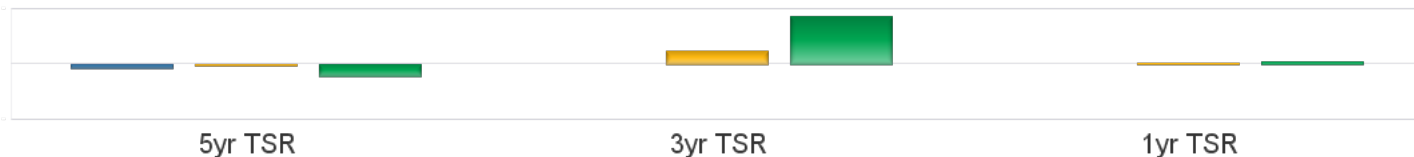
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Performance Comparison

■ S&P500 ■ Industry ■ CHS



Peer Comparisons (TRBC) =Retail - Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CHS	Chico's FAS, Inc.	\$4,254,305	\$3,767,788	\$4,744,926	\$1,968,133,540
ANF	Abercrombie & Fitch Co.	\$36,335,644	\$23,244,908	\$48,069,473	\$4,203,150,644
URBN	Urban Outfitters, Inc.	\$3,169,739	\$29,944,180	\$950,414	\$3,433,925,326
FL	Foot Locker, Inc.	\$2,848,230	\$8,060,791	\$14,059,147	\$3,072,918,746
SIG	Signet Jewelers Limited	\$2,205,000	\$5,293,326	\$7,657,530	\$2,934,981,696
GES	Guess?, Inc.	\$15,220,426	\$9,799,620	\$14,399,134	\$2,643,234,849
AEO	American Eagle Outfitters, Inc.	\$17,946,755	\$9,214,977	\$14,404,763	\$2,284,241,970

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Abercrombie & Fitch Co., Coldwater Creek, Inc., Limited Brands, Inc., Aeropostale, Inc., Collective Brands, Inc., The Men's Wearhouse, Inc., American Eagle Outfitters, Inc., DSW, Inc., New York & Company, Inc., Ann Inc., Finish Line, Inc., Pacific Sunwear of California, Inc., Ascena Retail Group, Inc., The Gap, Inc., Stage Stores, Inc., Brown Shoe Company, Inc., Genesco, Inc., Stein Mart, Inc., Charming Shoppes, Inc., Guess, Inc., The Talbot's, Inc., The Children's Place Retail Stores, Inc., J. Crew Group, Inc., Urban Outfitters, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John J. Mahoney	Chairman	60	Male	5	Outside
Andrea M. Weiss	Member	56	Female	3	Outside
Betsv S. Atkins	Member	58	Female	8	Outside
Stephen E. Watson	Member	67	Male	2	Outside