

CHICO'S FAS, INC.

CODE OF ETHICS

I. Introduction and Purpose

At Chico's FAS, Inc., we consider ourselves fortunate to be a Company where high productivity exists within a comfortable work environment. Such a situation is not coincidental, but the result of a workplace ethic that values honesty, trust, and respect for all. Because of these values, employment by Chico's carries with it a responsibility to be aware of the importance of ethical conduct, integrity, and honesty in performing your work and all related activities. All of our associates are responsible for proactively promoting ethical behavior throughout the Company. The purpose of this Code of Ethics, therefore, is to reaffirm and strengthen our commitment to ethical business conduct.

For the purposes of this Code of Ethics, "associate" means any director, executive officer or associate.

II. Conflicts Of Interest And Business Ethics

Associates are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests, independent of outside influences. Associates may not place themselves in a position that would be or have the appearance of being in conflict with the interests of Chico's.

A conflict of interest occurs when an associate's private interests interfere, or even appear to interfere, with the interests of Chico's. A conflict situation can arise when associates take actions or have interests that make it difficult for them to perform their Company work objectively and effectively. An associate's obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual, apparent and potential conflicts of interest between personal and business relationships. This includes full disclosure of any actual, apparent or potential conflicts of interest as set forth below.

Special rules apply to executive officers and directors who engage in conduct that creates an actual, apparent or potential conflict of interest. Before engaging in any such conduct, executive officers and directors must make full disclosure of all facts and circumstances to the Audit Committee of the Board of Directors.

While it is not possible to illustrate all of the situations that could result in a conflict of interest, the following are but a few examples and are meant to provide guidelines for the ethical, legal, and socially responsible behavior we expect. If a situation occurs where there may be the potential for a conflict of interest, please speak with Human Resources or the Office of the General Counsel ("OGC") to determine if a conflict exists.

A. Acceptance of Gifts or Entertainment

Associates must avoid the reality or the appearance of improper relations with current or prospective customers or business partners. Associates should not accept gifts, other than those of nominal value (under \$50). No gift of cash or securities should ever be accepted. Associates who receive such gifts should report the gift to the OGC and return them to the giver with a brief explanatory note.

Normal business entertainment, such as lunch, dinner, theater, or a sporting event, is appropriate if reasonable and in the course of a meeting or another occasion, the purpose of which is to hold bona fide business discussions or to foster better business relations. No associate, however, may accept tickets or invitations to entertainment when the prospective host will not be present at the event with the associate. If an associate receives such a ticket or invitation, the associate may either return the ticket or invitation to the sender, or write a personal check for the full value and provide notice to the OGC.

To guard against a business partner's efforts to influence business decisions by giving multiple small gifts or extending multiple invitations to a group of associates - conduct which may not violate the Code were each gift or invitation taken singly, associates are strongly encouraged to report all gifts and invitations (no matter how small) to their supervisor.

Chico's recognizes that in some foreign countries it is customary and lawful for business leaders in a host country to give gifts to a company's associates. Returning the gifts or paying for them may be an affront to the giver. In such a situation, and in all other instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, the OGC must be notified. In some cases, Chico's may retain the gift or donate it to charity.

B. Outside Activities with Customers, Suppliers and Competitors

Associates may not have another position with or engage in any outside employment activities for any customer, supplier, or competitor of Chico's except with the prior written approval of Human Resources.

C. Interests in Other Businesses

Unless approved in advance by Human Resources, neither an associate nor his or her spouse or domestic partner may have any interest or investment in a customer, supplier, or competitor of Chico's. However, it is typically not considered a conflict of interest to own less than 1% of the outstanding shares of a publicly traded company.

D. Corporate Opportunities

Associates owe a duty to Chico's to advance its legitimate interests when the opportunity to do so arises. An associate who learns of a business or investment opportunity through the use of corporate property, information or position, may not participate in the

opportunity or make the investment without the prior written approval of Human Resources or the OGC. Such an opportunity should be considered an investment opportunity for Chico's. Associates may not compete with the Company.

Directors' duties with respect to corporate business opportunities are somewhat different. A corporate business opportunity in this context is defined as (1) an opportunity in Chico's line of business or proposed expansion or diversification, (2) which Chico's is financially able to undertake and (3) which may be of interest to Chico's. A director who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that Chico's does not have an actual or expected interest in the opportunity, then the director may participate in the opportunity, provided that the director has not wrongfully utilized Chico's resources in order to acquire the opportunity.

E. Use of Company Property and Information

All associates are responsible for the proper use of our physical resources and property, as well as our proprietary and other confidential information.

1. Company Property and Facilities

Dishonest behavior is against our values, demoralizing, and will not be tolerated. All associates have a duty to protect the Company's assets and to ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All associates should take measures to prevent damage to and theft or misuse of Company property. Any associate engaging in, or attempting, theft of any company property or the personal property of other associates may be dismissed and/or subject to criminal proceedings.

2. Company Proprietary and Other Confidential Information

Sensitive information such as customer data, the terms offered or prices charged to particular suppliers, marketing or strategic plans, product specifications and production techniques are examples of Chico's confidential information or trade secrets. Confidential information includes all non-public information that might be of use to competitors, or harmful to Chico's or its customers, if disclosed. During the course of performing their responsibilities, associates may obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our suppliers, which Chico's may be under an obligation to maintain as confidential. All associates must maintain the confidentiality of information entrusted to them by Chico's or its suppliers, except when disclosure is authorized or legally mandated.

The Company is committed to respecting the privacy rights of our customers and associates. We have implemented a variety of security measures to maintain the security of this information. Access to and use of this personal information about associates or customers is restricted, based upon the particular associate's "need to know" to perform his or her job functions and such information should not be

disclosed or used for any other reason. It is every associate's responsibility to respect the privacy of customers and fellow workers.

Associates who possess or have access to confidential information or trade secrets must:

- Not use the information for their own benefit or the benefit of persons inside or outside of the Company.
- Carefully guard against disclosure of that information to people outside the Company. For example, an associate should not discuss such matters with family members or business or social acquaintances or in places where the information may be overheard, such as taxis, public transportation, elevators or restaurants.
- Not disclose confidential information to another Company associate unless the associate needs the information to carry out business responsibilities.

All files, records and reports acquired or created in the course of employment are the property of Chico's. Originals or copies of such documents may be removed from Chico's' offices for the sole purpose of performing the associate's duties and must be returned promptly upon completion of those duties or immediately upon request, whichever first occurs.

An associate's obligation to treat information as confidential does not end when he or she leaves the Company. Upon the termination of employment, associates must return everything that belongs to Chico's, including all documents and other materials containing Chico's confidential information. Associates must not disclose confidential information to a new employer or to others after ceasing to be a Chico's associate.

F. Pre-existing Confidentiality Obligations

Associates must comply with any legal obligations to a prior employer or other person or entity prohibiting use or disclosure of its/their trade secrets or other confidential and proprietary information. Use or disclosure of any such protected information in the course of the associate's performance of his or her job duties for Chico's is strictly prohibited.

III. Insider Trading

Because Chico's stock is publicly traded, it is both illegal and a breach of this Code of Ethics for associates to profit in the securities markets from the improper use of material non-public information learned during employment with Chico's. Please refer to the Chico's Insider Trading Policy for complete information on this important topic.

IV. Employment Laws

At Chico's, we value diversity and recognize that building a company where associates of many backgrounds work together will benefit our business, our community, and our society. Chico's is also dedicated to providing all associates with a work environment that is free of all types of harassment, including that based on race, color, age, sex, sexual orientation, gender identity, national origin, religion, marital status, medical condition, disability, military service, pregnancy, childbirth and related medication condition, or any other classification protected by federal, state, and local laws and ordinances. Discrimination in any conditions of employment, including recruiting and hiring, opportunities for advancement, participation in training programs, wages, salaries or benefits, or harassment of any kind is contrary to our values, is illegal, and is unacceptable behavior at Chico's.

It is also our policy to comply with all applicable wage and hour laws and other statutes regulating the employer-associate relationship and the workplace environment. Chico's associates may not interfere with or retaliate against another associate who seeks to invoke his or her rights under the employment laws.

V. Document Retention

Associates should consult the Document Retention and Disposal Policy when disposing of documents within his or her department. Questions about the need to keep particular documents should be directed to the OGC.

VI. Antitrust Laws

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Generally speaking, associates should avoid any plans, agreements, or understandings with competitors that restrict competition including, without limitation, price fixing and allocation of contracts. Associates and other representatives of Chico's must be alert to avoid even the appearance of such conduct. If any associate has questions concerning a specific situation, he or she should contact the OGC before taking action.

VII. Bribery, Kickback and Fraud

No funds or assets shall be paid, loaned or otherwise disbursed as bribes, "kickbacks", or other payments designed to influence or compromise the conduct of the recipient. No associate shall accept any funds or other assets of any kind for assisting in obtaining business or for securing special concessions for Chico's.

The U.S. Foreign Corrupt Practices Act (FCPA) makes it illegal for anyone at the Company to offer, promise, or pay money or anything of value, directly or indirectly, to any foreign official or employee, political party, or candidate for political office for the purpose of obtaining or maintaining business or any other business advantage. The fact that bribery may appear to be an accepted local practice in a country does not relieve an associate from the restrictions of this

Code of Ethics or the Company from complying with the FCPA. Consult the OGC as to questions about compliance with the FCPA.

Any associate found to be offering, receiving, accepting or condoning a bribe, kickback, or other unlawful payment, attempting to initiate such activities, or engaging in or attempting fraud shall be subject to immediate dismissal and possible criminal proceedings. All associates have a responsibility to report any such conduct to Chico's.

VIII. Fair Dealing

The Company depends on its reputation for quality, service and integrity. The way we deal with our customers, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. Associates should endeavor to deal fairly with the Company's customer, suppliers, competitors and associates. Associates must never take unfair advantage of others through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

IX. Ethical Sourcing

Please refer to our Terms of Commitment to Ethical Sourcing, available on our website www.chicosfas.com.

X. Financial Books and Records

All financial managers should establish and implement appropriate internal accounting controls over all areas of their responsibility to ensure the safeguarding of the assets of Chico's and the full, fair, accurate, timely, and understandable disclosure of its financial records and reports disclosed to the Securities and Exchange Commission and in other communications to the public. Chico's has adopted controls in accordance with governing laws, regulations, and internal needs. These established accounting practices and procedures must be followed to assure the complete and accurate recording of all transactions. Associates must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports.

All of the Company's financial activities must be recorded in compliance with all applicable laws and accounting practices. The making of false or misleading entries, records or documentation is strictly prohibited. Associates must never create a false or misleading report or make payment or establish an account on behalf of Chico's with the understanding that any part of the payment or account is to be used for a purpose other than as described by the supporting documents.

XI. Compliance With The Code Of Ethics

All associates have a responsibility to understand and follow the Code of Ethics and are expected to perform their work with honesty and integrity in any areas not specifically addressed by the Code of Ethics. A violation of this Code of Ethics may result in appropriate disciplinary action including the possible termination from employment, without additional warning.

Associates at the NSSC and selected field associates must complete biennial training on this Code of Ethics. Associates will be asked to certify that he or she has received this Code of Ethics and understands that he or she is responsible for reading the contents and for complying with the standards, guidelines and procedures set forth in the Code of Ethics.

The Code of Ethics reflects general principles to guide associates in making ethical decisions and is not intended to address every specific situation. As such, nothing in this Code of Ethics prohibits or restricts Chico's from taking any disciplinary action on any matters pertaining to associate conduct, whether or not they are expressly discussed in this guideline. This Code of Ethics is not intended to and does not create any employment contract between Chico's and any of its associates, or any other obligation to or right in any associate, client, supplier, competitor, shareholder or any other person or entity. This Code cannot provide definitive answers to all questions. If there are any questions regarding any of the guidelines discussed in this Code or if there is any doubt about the best course of action in a particular situation, seek guidance from a supervisor, Human Resources, or any other resource identified in this Code.

The Board of Directors of Chico's has the exclusive responsibility for the final interpretation of the Code of Ethics. Only the Board or an appointed Board Committee can approve a waiver of this Code for an Executive Officer or Board Member. Any such waiver will promptly be disclosed to the shareholders. The Code of Ethics may be revised, changed or amended at any time by the Board of Directors.

XII. Reporting Suspected Non-Compliance

To assist in the administration of the Code of Ethics, Chico's has established an independent, third party ethics and compliance hotline at 888-361-5813. This hotline is available 24/7 and reports to the hotline may be made anonymously. Anyone with information about known or suspected violations of this Code of Ethics or of any law should report the violation promptly to the ethics hotline, their supervisor, Human Resources, or the OGC. Associates are required to come forward with any such information, without regard to the identity or position of the suspected offender and are expected to cooperate in any investigation of reported violations.

Chico's will treat reports of violations confidentially, and will evaluate and investigate these reports in an appropriate manner. Chico's will not, to the extent practical and appropriate under the circumstances, disclose the identity of anyone who reports a suspected violation or who participates in the investigation. Associates should be aware that persons investigating reported violations are obligated to act in the best interests of Chico's, and do not act as personal representatives or lawyers for associates.

Retaliation in any form against an individual who in good faith reports a violation of this Code of Ethics or of law or who assists in the investigation of a reported violation is itself a serious violation of this Code. Acts of retaliation should be reported immediately and will be disciplined appropriately.

ACKNOWLEDGEMENT OF RECEIPT

Chico's FAS, Inc. Code of Ethics

I acknowledge that I have received a copy of Chico's FAS, Inc. Code of Ethics and I understand that I am responsible for reading the contents and for complying with the standards, guidelines and procedures set forth in the Code of Ethics.

I certify by signing and dating this acknowledgment that I have received it and I will abide by the Code of Ethics.

(signature)

(print your name)

Date: _____