

chico's FAS[®]

Annual Meeting of Shareholders

June 25, 2020

via the Internet at www.virtualshareholdermeeting.com/CHS2020

9:00 A.M., ET

RULES OF CONDUCT

- 1.) In accordance with the Company's Amended and Restated Articles of Incorporation and Bylaws, David F. Walker, director and former Chairman of the Board ("Chair"), shall preside over the meeting and may make any and all determinations with respect to the rules on conduct and procedure for the meeting. The Chair shall have the sole discretion to rule on procedure and on all other matters incident to the conduct of the meeting, including the time of the opening and closing of the polls.
- 2.) The business of the meeting will be taken up as set forth in the agenda.
- 3.) In accordance with the Company's Amended and Restated Articles of Incorporation and Bylaws, no nominations for election to the Board and no shareholder proposals from the floor will be accepted, other than proposals properly noticed in accordance with the Amended and Restated Articles of Incorporation and Bylaws.
- 4.) Only shareholders of record as of the close of business on April 27, 2020, or their duly authorized proxies, may attend the meeting.
- 5.) The meeting is scheduled for June 25, 2020 at 9:00 a.m., ET, with online check-in available approximately 15 minutes before the meeting starts. To access the meeting, go to <http://www.virtualshareholdermeeting.com/CHS2020> and log in using the 16-digit control number provided with your proxy materials. If you encounter any technical difficulties with check-in or during the meeting, please call the technical support number that will be posted on the meeting website log-in page.
- 6.) In the event that technical issues delay or disrupt the Company's ability to host the meeting for longer than 30 minutes, and accordingly the meeting has not convened by 9:30 a.m., ET, the Company will make an announcement on its website (www.chicosfas.com) under "Investors" and under the subcategory "Events & Presentations" regarding a later date and time for convening the meeting.
- 7.) If you wish to vote during the meeting, or change your previously submitted vote, you may do so while the polls are open by following the instructions on the meeting website. The polls will be open from the beginning of the meeting and will close immediately after the "Voting" segment of the meeting. If you have voted your shares in advance of the meeting and prior to any deadline set forth in the proxy materials for the meeting, your vote will be recorded by the Company's inspectors of election and there is no need to vote those shares during the meeting, unless you wish to revoke or change your vote.
- 8.) Following adjournment of the formal business of the meeting, the Company will spend up to ten (10) minutes addressing appropriate questions from shareholders regarding the Company.
- 9.) To allow the Company to answer questions from as many shareholders as possible, please keep questions succinct and related to a single topic. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

- 10.) Questions and comments are welcome from all shareholders. However, conducting the business set forth in the agenda for the benefit of all shareholders will be paramount. Out of fairness and respect to all of our shareholders attending the meeting, the Company does not intend to address any questions that are, among other things:
- irrelevant to the Company's business or to the business of the meeting;
 - related to personal grievances or individual personnel matters;
 - derogatory references to individuals or that are otherwise in bad taste;
 - in furtherance of the shareholder's personal or business interests and not otherwise a matter of interest to shareholders generally; or
 - out of order or not otherwise suitable for the conduct of the meeting as determined by the Chair or the General Counsel and Corporate Secretary in their reasonable judgment.
- 11.) Questions or comments can be submitted for the meeting, as described below.
- Questions may be submitted online beginning shortly before the start of the meeting by following the instructions on the meeting website. Look for the "Ask a Question" box on the bottom left side of the screen.
 - Only one question is permitted per shareholder.
- 12.) The Chair will have final authority to determine whether a matter is appropriate for discussion at the meeting and whether questions or comments are out of order.
- 13.) If more questions are presented than time permits to be answered during the meeting, after the meeting we will post on the Company's website at www.chicosfas.com under "Investors" and under the subcategory "Events & Presentations" a document that summarizes and answers the questions received that were not answered during the meeting. If multiple questions raise the same topic, we will provide representative examples. If a question violates these rules of conduct, it will not be summarized or answered.
- 14.) If there are matters of individual concern, rather than of general concern to all shareholders, or if a question posed was not otherwise answered, such matters should be raised after the meeting by contacting Investor Relations at pashen.black@chicos.com.
- 15.) In the event of disorder, technical malfunction, or other significant problem that disrupts the meeting, the Chair may adjourn, recess or expedite the meeting or take such other action that the Chair determines is appropriate in light of the circumstances. Accordingly, if you plan to vote by casting a ballot electronically during the meeting, be prepared to vote as soon as the polls open.
- 16.) **Recording of the meeting is prohibited. A replay of the webcast will be available on the Company's website at www.chicosfas.com under "Investors" and under the subcategory "Events & Presentations" within 24 hours after completion of the meeting and will remain publicly available until our next annual meeting of stockholders in 2021.**

Thank you for your cooperation.

certain events that could have an effect on our future financial performance, including but without limitation, statements regarding our plans, objectives, and the future success of our store concepts and business initiatives. These statements may address items such as future sales and sales initiatives, business strategies and strategic initiatives, customer traffic, gross margin expectations, SG&A expectations, including statements about the COVID-19 pandemic and actions we have taken in response thereto, expected savings, operating margin expectations, earnings per share expectations, planned store openings, closings and expansions, proposed business ventures, new channels of sales or distribution, expected impact of ongoing litigation, future stock repurchase plans, future plans to pay dividends, future comparable sales, future product sourcing plans, future inventory levels, including the ability to leverage inventory management and targeted promotions, planned marketing expenditures, planned capital expenditures and future cash needs. These statements relate to expectations concerning matters that are not historical fact and may include the words or phrases such as “will,” “could,” “should,” “expects,” “believes,” “confident,” “anticipates,” “plans,” “intends,” “estimates,” “approximately,” “our planning assumptions,” “future outlook,” and similar expressions. These forward-looking statements are based largely on information currently available to our management and on our current expectations, assumptions, plans, estimates, judgments and projections about our business and our industry, and are subject to various risks and uncertainties that could cause actual results to differ materially from historical results or those currently anticipated. Although we believe our expectations are based on reasonable estimates and assumptions, we cannot guarantee their accuracy or our future performance, and there are a number of known and unknown risks, uncertainties, contingencies, and other factors (many of which are outside our control) that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Accordingly, there is no assurance that our expectations will, in fact, occur or that our estimates or assumptions will be correct, and we caution investors and all others not to place undue reliance on such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, the effects of the COVID-19 pandemic and uncertainties about its depth and duration, including any resurgence, as well as the impacts to economic conditions and consumer behavior (during and after the COVID-19 pandemic) and the effectiveness of store reopenings, cost reduction initiatives and other actions taken in response to the COVID-19 pandemic, and the financial impact of certain provisions of the CARES Act; changes in the general economic and business environment; changes in the general or specialty retail or apparel industries, including the extent of the market demand and overall level of spending for women’s private branded clothing and related accessories; the effectiveness of our brand strategies, awareness and marketing programs; the ability to successfully execute and achieve the expected results of our business strategies and particular strategic initiatives (including, but not limited to, the Company’s organizational restructure, retail fleet optimization plan and three operating priorities which are driving stronger sales through improved product and marketing; optimizing the customer journey by simplifying, digitizing and extending the Company’s unique and personalized service; and transforming sourcing and supply chain operations to increase product speed to market and improve quality); sales initiatives and multi-channel strategies; customer traffic; our ability to appropriately manage our inventory and allocation processes; our ability to leverage inventory management and targeted promotions; the successful recruitment of leadership and the successful transition of new members to our senior management team; uncertainties regarding future unsolicited offers to buy the Company and our ability to respond effectively to them as well as to actions of activist shareholders and others; changes in the political environment that create consumer uncertainty; the risk that our investments in merchandise or marketing initiatives may not deliver the results we anticipate; significant changes to product import and distribution costs (such as unexpected consolidation in the freight carrier industry and the ability to remain competitive with customer shipping terms and costs pertaining to product deliveries and returns); new or increased taxes or tariffs that could impact, among other things, our sourcing from foreign suppliers; significant shifts in consumer behavior; and the other factors described in Item 1A, “Risk Factors” and in the “Forward-Looking Statements” disclosure in Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our latest annual report on Form 10-K and in the “Forward-Looking Statements” disclosure in Part I, Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our latest quarterly report on Form 10-Q and in other reports we file with or furnish to the Securities and Exchange Commission. There can be no assurance that the actual future results, performance, or achievements expressed or implied by such forward-looking statements will occur. All forward-looking statements that are made or attributable to us are expressly qualified in their entirety by this cautionary notice. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that projected results expressed or implied in such statements will not be realized.