

Global Vendor Code of Conduct

Chico's FAS, Inc.'s brands believe that every person has a right to safe, decent and humane working conditions. While we do not own the factories in which our merchandise is made, we acknowledge our responsibility to work with our suppliers so that what we sell is made in a manner consistent with this belief, wherever those suppliers or their value chain partners are located.

Accordingly, we have established this Global Vendor Code of Conduct ("Code") which is based on internationally-accepted labor standards and guidance, including the International Labour Organization's (ILO) fundamental conventions and The United Nations (UN) Guiding Principles on Business and Human Rights and reflects the minimum requirements our suppliers and each of your value chains partners (which includes without limitation, your factories, mills, laundry facilities and raw materials providers) must meet in connection with the sourcing of raw materials and manufacture of our merchandise. From time to time, we may provide additional requirements that further our own Social Responsibility, Corporate Governance and Environmental Stewardship objectives and we may partner with you to improve on these objectives. To ensure compliance with our Code we conduct regular audits of our suppliers for compliance with our requirements for each of the topics described below. Upon request, you must permit (and secure your value chain partners' permission for) monitoring, inspections and audits of facilities and relevant documentation and provide any certifications required to confirm your (and their) compliance with this Code. If you or any of your value chain partners fails to comply with these requirements, we will require that corrective action be taken, which may include follow-up audits. In the case of egregious or chronic noncompliance, we may terminate our relationship with you or require that your relevant value chain partner cease conducting business with you in relation to our brands.

For purposes of the following, the term "Supplier" or "You" means you, our supplier, and each of your value chain partners.

COMPLIANCE WITH LAWS & REGULATIONS

Suppliers must comply with all applicable laws, regulations, and other legal requirements of the country of manufacture and ensure our merchandise complies with all applicable laws, regulations and other legal requirements of our destination countries. If this Code set a more stringent standard, then You must comply with that more stringent requirement.

ETHICAL BUSINESS PRACTICES

Suppliers must conduct business in an honest and transparent manner. You must not, directly or indirectly, make any improper or unlawful gifts or payments to any person or entity, including any government official or third-party auditor.

NO DISCRIMINATION

Suppliers must not discriminate in hiring, compensation, benefits, advancement, discipline, termination or other employment practices, on the basis of gender (including gender identity), sexual preference, race or ethnicity, color, religion, regionality or nationality, age, disability, sexual orientation, political beliefs or affiliations, or marital, maternity or parental status. Suppliers should make hiring, wage & promotion decisions based on an individual's abilities, skills and qualifications rather than their personal characteristics, traits or beliefs. When You employ migratory or non-local contract workers, You must ensure that those workers are afforded the same opportunities, protections and rights as Your local workers.

NO HARASSMENT

Suppliers must treat workers with respect and dignity. Workers must not be subject to corporal punishment, physical, sexual, psychological or verbal harassment, coercion or abuse. Workplace violence of any kind is expressly prohibited. Suppliers are encouraged to offer a confidential reporting hotline for any violations and to avoid retaliation of any kind for reporting.

PARENTAL RIGHTS

Suppliers shall adopt appropriate measures to ensure that expectant or breastfeeding mothers are provided suitable accommodations and rest breaks and that expecting or new parents are provide paid leave to ensure their well-being and the welfare of their child. These hours shall be counted as working hours and no deductions, penalties or other reductions in pay or hours, other than at the worker's request, are permitted. Expectant workers shall not be requested or required to perform dangerous tasks, be exposed to noxious chemicals or otherwise asked to perform activities that may compromise their health or the health of their unborn child. Workers shall not be subjected to pregnancy testing or any retaliatory actions due to pregnancy. The foregoing shall be in addition to any local law requirements.

NO FORCED LABOR

Suppliers must not use involuntary or forced labor, whether indentured, bonded, prison or labor obtained through slavery or human trafficking.

NO CHILD LABOR

Your workers must not be under the age of 15 (or 14 where the local law allows such exceptions consistent with the ILO guidelines). If the minimum working age or age for completing compulsory education in the country of manufacture is older than 15, then workers must be at least that age.

WAGES AND BENEFITS

Suppliers must pay wages for a standard workweek equal to the legally mandated minimum wage or prevailing industry wage, whichever is higher. All benefits required by law or regulation must be provided, including paid holidays and vacations.

No deductions from wages may be made for disciplinary purposes. Suppliers must provide written information to each employee specifying the wages and benefits for each pay period. We encourage our Suppliers to provide wages and benefits that cover Your workers' basic needs and some discretionary income.

WORK HOURS

Suppliers must provide at least one day off in every seven-day period. Although overtime is often required in our industry, overtime compensation must be made in accordance with applicable law and, where no law exists, compensation must be at least equal to the rate of regular hourly compensation. You shall conduct Your operations and hiring practices in a way that limits overtime to a level that ensures humane and productive working conditions.

FREEDOM OF ASSOCIATION & COLLECTIVE BARGAINING

Workers must be free to join organizations and to refrain from joining, according with their wishes. Workers must be free to negotiate and enter collective bargaining agreements. Suppliers must not threaten or penalize workers for efforts to organize or bargain collectively where permitted by applicable law, nor may You discriminate as a result of any such efforts or affiliation.

HEALTH & SAFETY

Suppliers must provide employees with a safe, healthy and clean workplace, designed and maintained to prevent accidents and injuries related to their work. Suppliers must comply with all applicable laws of the locales in which You operate regarding work environment, sanitation and risk protection. Suppliers providing employee housing must ensure clean, safe and adequate sleeping quarters, bathing and toilet facilities. You are required to provide sufficient and safe drinking (potable) water and adequate hydration breaks and restroom breaks to all workers during each workday.

ENVIRONMENT

Suppliers must comply with applicable environmental laws and regulations. Suppliers should develop & implement an enterprise level environmental policy designed to reduce GHG emissions, decrease reliance on non-renewable natural resources, responsibly manage waste

and wastewater discharge and decrease the overall environmental impact of Your activities in the countries and regions in which You operate.

SECURITY

Suppliers must comply with C-TPAT Best Practices established by the United States Customs Border and Protection for supply chain security. Suppliers must ensure that key personnel are trained on general security procedures including physical access controls, physical security, container security and inspection, personnel security, procedural security, information technology security, general security and threat awareness training.

In addition, Suppliers shall ensure the physical safety, wellbeing and security of its workforce at all times.

NO SUBCONTRACTING

Suppliers are prohibited from subcontracting the production of merchandise with any value chain partner or facility not listed on the relevant Chico's FAS brands' purchase order without our prior approval.

COMMUNICATION, TRAINING & ACCOUNTABILITY

Suppliers must provide & post translated copies of this Code (in each of the local languages or dialects used by Your workers) in your facilities and communicate the Code to all of Your management teams and employees. You are required to ensure that adequate & regular training occurs on the topics covered by this Code and to enforce the Code against any known or suspected violators. We encourage our Suppliers to implement management policies and tracking systems that ensure Your accountability for consistent compliance with this Code of Conduct.

CHICO'S FAS ETHICS HOTLINE

We strive to ensure that all workers in our global supply chain work in an environment that fosters two-way communication without fear of retaliation. Anyone with information about known or suspected violations of our Code (including suspected workplace violence), any of our Company policies, or of any applicable law, is encouraged to take advantage of our Open Door and Ethics Hotline at +1 (888) 361-5813 or online at www.chicosfasopendoor.ethicspoint.com. Both the toll-free number and the website are staffed by Navex Global, an independent organization operating 24 hours a day, 7 days a week. You can also report the matter to a member of Chico's FAS management, our Human Resources department or our in-house legal department.

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