



**Citi Trends, Inc.**  
**Annual Meeting of Stockholders**  
**Tuesday, June 30, 2020, 9:00 A.M. (Eastern time)**

**RULES OF CONDUCT AND PROCEDURE**

We welcome you to the 2020 Annual Meeting of Stockholders of Citi Trends, Inc. In fairness to all stockholders attending the meeting and in the interests of having a fair, informative, orderly and constructive meeting, the following rules of conduct and procedures have been established. We thank you in advance for your cooperation.

1. Only stockholders of record at the close of business on May 11, 2020 (the "Record Date"), their proxy holders and other persons invited by the Company are entitled to attend the meeting online at: <https://web.lumiagm.com/201458360>. To be admitted to the meeting, you have two options: join as a "Guest" or join as a "Stockholder". If you join as a "Guest" you will not have the option to vote your shares or ask questions during the meeting.

If you join as a "Stockholder" you will be required to have a control number and password. The password for the meeting is "citi2020". If you hold your shares through an intermediary, such as a bank or broker, you must have registered with AST in advance to attend the meeting.

If you do not have your control number, you may attend as a "Guest" but will not have the option to vote your shares or ask questions at the meeting.

2. The Executive Chairman of the Board of Directors shall be the chairman of the meeting (the "Chairman") and may make any and all determinations as to the conduct of the meeting and the procedures to be followed during the meeting, including these rules of conduct.
3. The business of the meeting will follow the order shown on the agenda. No advance written nominations for director or notices of other business were received from stockholders as specified in the Company's by-laws. Therefore, no such nominations or other business may be proposed by stockholders for a vote at the meeting.
4. If you have voted your shares prior to the start of the meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the meeting. However, if you are a stockholder and wish to revoke your proxy and vote online or if you have not voted, you may vote online during the meeting while polls are open by following the instructions available on the meeting website.
5. Except as requested by the Chairman, only stockholders of record as of the Record Date or their proxy holders may address the meeting. Persons wishing to address the meeting must be recognized by the Chairman, at the Chairman's discretion. If you wish to address the meeting, please submit your question or comment by following the instructions available

on the meeting website during the meeting. All questions and comments should be directed to the Chairman, who will either respond directly, or invite another officer or director of the Company to respond.

6. In order to use the time of all attendees as efficiently as possible, we will handle the official business of the meeting first. There will be a separate question and answer period about other appropriate topics after the official business of the meeting is concluded.

There are three management proposals to be voted on. The management position on these proposals is stated in the proxy materials you received.

Persons who wish to ask questions on a proposal will be limited to no more than one question or comment for each proposal. We have allotted a maximum of ten minutes for discussion of the management proposals. Questions should be as brief as possible and should be limited to the management proposals under consideration. Related questions from multiple stockholders may be grouped or summarized together.

7. Once the formal part of the meeting is adjourned, there will be a general question and answer period. During this period, questions should be as brief as possible and should be relevant to matters of concern to stockholders generally. We will endeavor to answer as many appropriate questions as time permits.
8. The views, comments or criticisms of the stockholders are welcome, but conducting the business set out in the agenda, for the benefit of all stockholders, will be paramount. The Chairman will rule as out of order, and not answer or respond to questions that are, among other things:
  - are not relevant or pertinent to the business of the Company;
  - are related to material non-public information of the Company;
  - are in furtherance of a stockholder's personal or business interests;
  - include derogatory references to individuals or are otherwise in bad taste; or
  - are out of order or not otherwise suitable for the conduct of the meeting as determined by the Chairman in his reasonable judgment.
9. Recording of the meeting is prohibited without the written permission of the Company.
10. The violation of these rules will be considered cause for removal from the meeting by the Chairman.

**Thank you in advance for your cooperation and thank you for your continued interest in Citi Trends, Inc.**