

Citi Trends, Inc.

Finance Committee Charter

1. PURPOSE

The Finance Committee (the "Committee") of the Board of Directors (the "Board") is appointed by the Board to advise management and assist the Board in its oversight of the Company's financial activities and financial condition.

2. MEMBERSHIP

The Committee shall be comprised of three or more members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall be elected by the Board annually and serve until the earlier to occur of his or her resignation or removal or the election and qualification of such member's successor. Resignation or removal of a Director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board shall designate a Chairperson of the Committee. Accordingly, the members of the Committee shall be directors:

- (a) the majority of which satisfy the independence criteria set forth in the Nasdaq listing standards; and
- (b) who are financially literate (i.e. have the ability to read and understand fundamental financial statements as determined by the Board).

3. DUTIES AND RESPONSIBILITIES

The primary responsibilities of the Finance Committee are to review and advise management and the Board with respect to the following:

- (a) changes in the capital structure of the Company that may have a material financial impact on the Company as a whole;
- (b) capital allocation, including capital investment priorities and expenditures, major expense commitments and high-level inventory commitments recommended by management to implement the Company's strategic objectives;
- (c) debt or equity transactions, including, for example, financings, refinancings, the issuance of new common or preferred stock, debt repurchases and stock repurchase programs;
- (d) the Company's dividend policy;
- (e) the Company's balance sheet health;
- (f) financial considerations relating to the acquisition of businesses, or divestiture or restructuring of the Company operations;

- (g) the Company's annual operating plan and strategic objectives, as well as periodic reports by management throughout the fiscal year on its progress against the plan and objectives, and on the effectiveness of the Company's capital investments and major expense commitments;
- (h) the Company's long-term business/financial plan and long-term capital plan prepared by management;
- (i) the Company's resource allocation plan with respect to its infrastructure requirements, including plans for meeting such requirements through the utilization of people, process and technology;
- (j) earnings releases and other communications with investors;
- (k) the creation of shareholder value as demonstrated by the Company's stock performance; and
- (l) such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.

4. MEETINGS

The Committee shall meet as often as deemed necessary or appropriate in its judgment, generally at least four times each year, either in person or by phone. The Chairperson of the Committee may call meetings of the Committee with at least ten (10) days' notice. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous written consent. The Committee shall report its actions and recommendations to the Board quarterly. Written minutes will be kept of each meeting of the Committee, which minutes will be filed with the minutes of meetings of the Board and will be available to each member of the Board.

5. COMMITTEE CHARTER REVIEW

The Committee shall review and assess the adequacy of the Committee charter annually and propose any necessary changes to the Nominating and Corporate Governance Committee for review and ultimate recommendation for approval to the Board.

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