Citi Trends, Inc.

Nominating and Corporate Governance Committee Charter

1. PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Citi Trends, Inc. (the "Company") is to:

i. identify qualified individuals to become Board members;
ii. recommend to the Board individuals to be designated as nominees for election as directors at the next annual meeting of stockholders;
iii. determine the appropriate Board leadership structure, including determinations with respect to the separation of the offices of chairman and chief executive officer;
iv. monitor Board and committee effectiveness;
v. develop and recommend to the Board the corporate governance guidelines of the Company (the "Guidelines");
vi. oversee the Company's overall compliance with and execution of the Guidelines and corporate governance function generally;
vii. discharge the Board's responsibilities related to providing oversight, monitoring and guidance on matters related to corporate social responsibility, value-based governance, environmental stewardship, human capital, and compliance; and
viii. any related matters required by the federal securities laws.

2. MEMBERSHIP

The Committee shall be comprised of two 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, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board shall designate a Chairperson of the Committee. All members of the Committee shall meet the independence criteria and have the qualifications set forth in the listing standards of the Nasdaq Stock Market ("Nasdaq") subject to exceptions under the Nasdaq rules.

3. DUTIES AND RESPONSIBILITIES

The Committee will discharge the duties of the Board, to the extent delegated to the Committee, and will approve or make recommendations to the Board, with respect to the duties and responsibilities set forth below. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

i. The Committee will review the structure of the Board, its committee structure, overall size, and the number of independent directors on each committee.
ii. The Committee will regularly review the composition of the Board and its committees to ensure that the directors' collective skills, experience, and perspectives remain aligned with the Company's strategy and risk environment. This review shall include maintaining a skills-matrix or comparable tool to identify potential gaps and inform director recruitment or refreshment.
iii. The Committee will actively seek candidates qualified to become Board members, including evaluating candidates suggested by stockholders or others, and conduct appropriate inquiries into the backgrounds and qualifications of possible nominees for election or appointment to the Board.
iv. The Committee will select and recommend to the Board for nomination or appointment prospective candidates for directors. The Committee will select those candidates whose attributes it believes would be most beneficial to the Company. The Committee

will review the candidates' experience, integrity, competence, skills, and overall ability to contribute to the Board's effectiveness, assess whether the candidate's qualifications meet the minimum criteria contained in the Guidelines, and consider the breadth of perspectives and backgrounds appropriate for the Board's needs

v. The Committee will recommend to the Board directors to serve as members of each committee after taking into account the desires, experiences and expertise of individual directors. The Committee will review and recommend committee slates annually and shall recommend additional committee members as needed.

vi. The Committee will develop and recommend to the Board an annual evaluation process for the Board and its committees. The Committee will oversee and administer the annual evaluations, including an assessment of the performance of each committee based on the duties and responsibilities set forth in their respective charters and such other matters as the Committee may determine and with such input from each of the committees (or members thereof) as the Committee shall determine. The evaluations may be communicated to the Board in the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make the report. The Committee shall evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.

vii. The Committee will advise and make recommendations to the Board on corporate governance, Board leadership structure, and all matters pertaining to the role of the Board and the practices and the performance of its directors, including the development of the Guidelines. Among other things in this regard, the Committee shall, from time to time, make appropriate determinations of the factors and circumstances (in general and in any
specific case) pursuant to which the offices of chairman and chief executive officer should be separated or may be held simultaneously by the same person.

viii. The Committee shall periodically review and assess the adequacy of the Guidelines and recommend any changes to the Board. The Committee shall also recommend that these changes be included in the Company's proxy statement or annual report on Form 10-K.
The Committee shall monitor and oversee the Company's compliance with the Guidelines and implement policies, practices and means of communication with management to facilitate that oversight role.

ix. The Committee will consider possible conflicts of interests of directors and executive officers and the impact of any related party transactions. The Committee shall review the institutional and other affiliations of directors and nominees for any potential conflict of interest problems and determine whether a director has a relationship that would impair his or her independence, and shall make recommendations to the Board with respect to the determination of director independence.

x. The Committee will consider and make recommendations to the Board regarding new director training and continuing education opportunities for Board and committee members to ensure their regular updating and education on corporate governance and other matters pertaining to their service as directors.

xi. The Committee will review and evaluate the Company's significant strategies, activities, policies, investments and programs regarding corporate purpose, including corporate responsibility, sustainability, human rights, global community and social impact, and ensure that the Company's practices reflect its core values of fairness, equal opportunity and value-based governance

xii. The Committee will identify and monitor the environmental, social, and related public policy trends, issues, risks, and concerns, which affect or could affect the business operations, financial performance or public image of the Company and make recommendations to the Board regarding those trends and issues.

xiii. The Committee will monitor the Company's compliance with its responsibilities as an equal opportunity employer.

xiv. The Committee will provide oversight of the Company's community and social impact efforts and oversee protection of the Company's corporate reputation and other matters of importance to the Company and its stakeholders (including employees, consumers, customers, suppliers, vendors, shareholders, governments, local communities and the

general public).

xv. The Committee will review on a periodic basis the principles, guidelines and standards applicable to suppliers, vendors and other participants in the Company's supply chain to ensure compatibility with the Company's corporate purpose.

xvi. The Committee will consider any other emerging corporate governance issues and trends that arise from time to time that may affect the Company and develop appropriate recommendations for the Board.

xvii. The Committee shall lead the process for CEO succession planning and search (in coordination with the full Board), including recommending criteria for the CEO role, engaging external advisors or search firms if needed, overseeing the evaluation of internal and external candidates, and working with the appropriate Board committee on employment terms, compensation arrangements and transition planning for the incoming CEO.

xviii. The Committee will review those portions of the Company's disclosure documents containing significant information relating to matters within the Committee's mandate.

4. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

5. SEARCH FIRMS AND OTHER ADVISERS

If the Committee desires to utilize a search firm to assist the Committee in the identification of director candidates, then the Committee shall have the sole authority to retain and terminate such search firm, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority and sufficient funding to obtain advice and assistance from internal and external legal, accounting and other advisors as it deems necessary and appropriate, without obtaining the approval of the Board or management. Any such outside search firm, counsel, expert or other advisor retained by the Committee shall be independent, as determined by the Committee.

6. MEETINGS

The Committee shall meet as often as deemed necessary or appropriate in its judgment, generally at least two times each year, either in person or by phone. The Chairperson of the Committee may call meetings of the Committee at any time. 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 after each Committee meeting. 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.

7. COMMITTEE CHARTER REVIEW

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

Approved, as amended

December 4, 2025