UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 1, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 000-41886

CITI TRENDS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**52-2150697** (I.R.S. Employer Identification No.)
17 Park of Commerce Boulevard, Suite 200 **Savannah, Georgia** (Address of principal executive offices)	**31405** (Zip Code)

Registrant's telephone number, including area code **(912) 236-1561**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock, $0.01 par value	CTRN	NASDAQ Stock Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐	Accelerated Filer ☒	Non-Accelerated Filer ☐
Smaller Reporting Company ☐		Emerging Growth Company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 28, 2026, the registrant had 8,339,447 outstanding shares of common stock, $0.01 par value per share.

CITI TRENDS, INC.
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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

Citi Trends, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)
(in thousands, except share data)

	August 1, 2026	January 31, 2026
Assets		
Current assets:		
Cash and cash equivalents	$ 55,892	$ 66,092
Inventory	126,385	113,515
Prepaid and other current assets	19,798	12,254
Income tax receivable	1,217	1,187
Total current assets	203,292	193,048
Property and equipment, net of accumulated depreciation of $311,640 and $301,921 as of August 1, 2026 and January 31, 2026, respectively.	58,761	54,384
Operating lease right of use assets	222,781	221,775
Other assets	2,174	1,964
Total assets	$ 487,008	$ 471,171
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 106,205	$ 100,693
Operating lease liabilities	44,466	44,397
Accrued expenses	17,328	15,134
Accrued compensation	9,970	12,800
Layaway deposits	1,510	383
Total current liabilities	179,479	173,407
Noncurrent operating lease liabilities	180,383	178,921
Deferred Tax Liability	287	245
Other long-term liabilities	2,213	2,278
Total liabilities	362,362	354,851
Stockholders' equity:		
Common stock, $0.01 par value. Authorized 32,000,000 shares; 16,527,405 shares issued as of August 1, 2026 and 16,545,723 shares issued as of January 31, 2026; 8,327,599 shares outstanding as of August 1, 2026 and 8,345,917 shares outstanding as of January 31, 2026.	164	163
Paid in capital	113,854	112,352
Retained earnings	287,931	281,108
Treasury stock, at cost; 8,199,806 shares held as of August 1, 2026 and January 31, 2026	(277,303)	(277,303)
Total stockholders' equity	124,646	116,320
Commitments and contingencies (Note 7)		
Total liabilities and stockholders' equity	$ 487,008	$ 471,171

See accompanying notes to the condensed consolidated financial statements (unaudited).

Citi Trends, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)
(in thousands, except per share amounts)

	Thirteen Weeks Ended	
	August 1, 2026	August 2, 2025
Net sales	$ 211,632	$ 190,750
Cost of sales (exclusive of depreciation)	(125,743)	(114,477)
Selling, general and administrative expenses	(82,296)	(78,905)
Depreciation	(5,446)	(4,548)
Asset impairment	—	(263)
Gain on sale of building	—	10,960
Gain on insurance related to operating activities	146	—
Income (loss) from operations	(1,707)	3,517
Interest income	541	389
Interest expense	(89)	(88)
Income (loss) before income taxes	(1,255)	3,818
Income tax benefit	324	—
Net income (loss)	$ (931)	$ 3,818
Basic net earnings (loss) per common share	$ (0.11)	$ 0.48
Diluted net earnings (loss) per common share	$ (0.11)	$ 0.46
Weighted average number of shares outstanding		
Basic	8,183	8,033
Diluted	8,183	8,314

Citi Trends, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)
(in thousands, except per share amounts)

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
Net sales	$ 442,490	$ 392,478
Cost of sales (exclusive of depreciation)	(264,373)	(236,395)
Selling, general and administrative expenses	(162,041)	(153,792)
Depreciation	(10,554)	(8,918)
Asset impairment	—	(327)
Gain on sale of building	—	10,960
Gain on insurance related to operating activities	146	—
Income (loss) from operations	5,668	4,006
Interest income	1,188	847
Interest expense	(175)	(164)
Income (loss) before income taxes	6,681	4,689
Income tax benefit	142	—
Net income (loss)	$ 6,823	$ 4,689
Basic net earnings (loss) per common share	$ 0.84	$ 0.58
Diluted net earnings (loss) per common share	$ 0.80	$ 0.57
Weighted average number of shares outstanding		
Basic	8,155	8,033
Diluted	8,477	8,242

See accompanying notes to the condensed consolidated financial statements (unaudited).

Citi Trends, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
Operating activities:		
Net income (loss)	$ 6,823	$ 4,689
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation	10,554	8,918
Asset impairment	—	327
Non-cash operating lease costs	24,392	24,340
Loss on disposal of property and equipment	35	158
Deferred income taxes	43	—
Insurance proceeds related to operating activities	515	—
Non-cash stock-based compensation expense	2,755	2,451
Gain on sale of building	—	(10,960)
Gain on insurance related to operating activities	(146)	—
Changes in assets and liabilities:		
Inventory	(12,870)	5,074
Prepaid and other current assets	(7,913)	(9,419)
Other assets	(210)	(416)
Accounts payable	6,242	(7,125)
Accrued expenses and other long-term liabilities	(21,787)	(29,602)
Accrued compensation	(2,830)	1,996
Income tax receivable/payable	(30)	1,513
Layaway deposits	1,127	942
Net cash provided by (used in) operating activities	6,700	(7,114)
Investing activities:		
Purchases of property and equipment	(15,647)	(7,705)
Proceeds from sale of building	—	11,206
Net cash provided by (used in) investing activities	(15,647)	3,501
Financing activities:		
Cash used to settle withholding taxes on the vesting of restricted stock	(1,253)	(760)
Repurchases of common stock	—	(6,315)
Net cash used in financing activities	(1,253)	(7,075)
Net decrease in cash and cash equivalents	(10,200)	(10,688)
Cash and cash equivalents:		
Beginning of period	66,092	61,085
End of period	$ 55,892	$ 50,397
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 108	$ 98
Cash (refunds) payments of income taxes	$ (155)	$ (1,453)
Supplemental disclosures of non-cash investing activities:		
Accrual for purchases of property and equipment	$ (681)	$ 1,688

See accompanying notes to the condensed consolidated financial statements (unaudited).

Citi Trends, Inc.
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)
(in thousands, except share amounts)

	Common Stock		Paid in	Retained	Treasury Stock		
	Shares	Amount	Capital	Earnings	Shares	Amount	Total
Balances — January 31, 2026	16,545,723	$ 163	$ 112,352	$ 281,108	8,199,806	$ (277,303)	$ 116,320
Grant of restricted shares	19,313	—	—	—	—	—	—
Forfeiture of restricted shares	(7,675)	—	—	—	—	—	—
Stock-based compensation expense	—	—	1,303	—	—	—	1,303
Shares withheld for settlement of employee taxes on vesting	(787)	—	(34)	—	—	—	(34)
Net income (loss)	—	—	—	7,754	—	—	7,754
Balances — May 2, 2026	16,556,574	$ 163	$ 113,621	$ 288,862	8,199,806	$ (277,303)	$ 125,343
Vesting of restricted shares	—	1	—	—	—	—	1
Grant of restricted shares	1,135	—	—	—	—	—	—
Forfeiture of restricted shares	(3,757)	—	—	—	—	—	—
Stock-based compensation expense	—	—	1,452	—	—	—	1,452
Shares withheld for settlement of employee taxes on vesting	(26,547)	—	(1,219)	—	—	—	(1,219)
Net income (loss)	—	—	—	(931)	—	—	(931)
Balances — August 1, 2026	16,527,405	$ 164	$ 113,854	$ 287,931	8,199,806	$ (277,303)	$ 124,646

	Common Stock		Paid in	Retained	Treasury Stock		
	Shares	Amount	Capital	Earnings	Shares	Amount	Total
Balances — February 1, 2025	16,497,092	$ 162	$ 108,101	$ 275,901	7,949,251	$ (270,988)	$ 113,176
Grant of restricted shares	2,089	—	—	—	—	—	—
Forfeiture of restricted shares	(19,398)	—	—	—	—	—	—
Stock-based compensation expense	—	—	968	—	—	—	968
Shares withheld for settlement of employee taxes on vesting	(6,939)	—	(141)	—	—	—	(141)
Repurchase of common stock	—	—	—	—	250,555	(6,315)	(6,315)
Net income (loss)	—	—	—	871	—	—	871
Balances — May 3, 2025	16,472,844	$ 162	$ 108,928	$ 276,772	8,199,806	$ (277,303)	$ 108,559
Grant of restricted shares	60,357	—	—	—	—	—	—
Forfeiture of restricted shares	(2,620)	—	—	—	—	—	—
Stock-based compensation expense	—	—	1,483	—	—	—	1,483
Shares withheld for settlement of employee taxes on vesting	(24,863)	—	(620)	—	—	—	(620)
Net income (loss)	—	—	—	3,818	—	—	3,818
Balances — August 2, 2025	16,505,718	$ 162	$ 109,791	$ 280,590	8,199,806	$ (277,303)	$ 113,240

See accompanying notes to the condensed consolidated financial statements (unaudited).

Citi Trends, Inc.
Notes to the Condensed Consolidated Financial Statements (unaudited)
August 1, 2026

1. Significant Accounting Policies

Basis of Presentation
Citi Trends, Inc. and its subsidiary (the “Company”) is a leading off-price value retailer of apparel, accessories and home trends primarily for Black families in the United States. As of August 1, 2026, the Company operated 594 stores in urban, suburban, and rural markets in 33 states.

The condensed consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim reporting and are unaudited. In the opinion of management, the condensed consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. The condensed consolidated balance sheet as of January 31, 2026 is derived from the audited financial statements in the Company’s Annual Report on Form 10-K for the fiscal year ended January 31, 2026 (the “2025 Form 10-K”). These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the 2025 Form 10-K. Operating results for the first two quarters of 2026 are not necessarily indicative of the results that may be expected for the fiscal year as a result of the seasonality of the business, and the current economic uncertainty.

Fiscal Year
The following contains references to fiscal years 2026 and 2025, which represent fiscal years ending or ended on January 30, 2027 and January 31, 2026, respectively. Fiscal 2026 and fiscal 2025 both have 52-week accounting periods.

2. Cash and Cash Equivalents/Concentration of Credit Risk

For purposes of the condensed consolidated balance sheets and condensed consolidated statements of cash flows, the Company considers all highly liquid investments with maturities at date of purchase of three months or less to be cash equivalents. Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and cash equivalents. The Company places its cash and cash equivalents in what it believes to be high credit quality banks and institutional money market funds. The Company maintains cash accounts that exceed federally insured limits.

3. Earnings per Share

Basic earnings per common share amounts are calculated using the weighted average number of common shares outstanding for the period. Diluted earnings per common share amounts are calculated using the weighted average number of common shares outstanding plus the additional dilution for all potentially dilutive securities, such as nonvested restricted stock. During loss periods, diluted loss per share amounts are based on the weighted average number of common shares outstanding because the inclusion of common stock equivalents would be antidilutive.

The dilutive effect of stock-based compensation arrangements is accounted for using the treasury stock method. The Company includes the amount of compensation cost attributed to future services and not yet recognized as assumed proceeds. For the second quarter of 2026 and 2025, there were 287,366 shares and no shares of nonvested restricted stock, respectively, excluded from the calculation of diluted earnings per share because of antidilution. For the twenty-six weeks ended August 1, 2026 and August 2, 2025, there were no shares of nonvested restricted stock excluded from the calculation of diluted earnings per share because of antidilution.

The following table provides the weighted average number of common shares outstanding used to calculate basic earnings per share to the number of common shares and common stock equivalents outstanding used in calculating diluted earnings per share:

	Thirteen Weeks Ended	
	August 1, 2026	**August 2, 2025**
Weighted average number of common shares outstanding (basic)	8,183,389	8,033,100
Incremental shares from assumed vesting of nonvested restricted stock	—	280,741
Weighted average number of common shares and common stock equivalents outstanding (diluted)	8,183,389	8,313,841

	Twenty-Six Weeks Ended	
	August 1, 2026	**August 2, 2025**
Weighted average number of common shares outstanding (basic)	8,154,770	8,033,361
Incremental shares from assumed vesting of nonvested restricted stock	322,645	208,787
Weighted average number of common shares and common stock equivalents outstanding (diluted)	8,477,415	8,242,148

4. Revolving Credit Facility

In October 2011, the Company entered a five-year, $50 million credit facility with Bank of America. The facility was amended in August 2015, May 2020 and April 2021 to modify terms and extend the maturity dates. The facility was further amended on April 10, 2025 to extend the maturity date to April 10, 2030. The amended facility provides a $75 million credit commitment and a $25 million uncommitted “accordion” feature that under certain circumstances could allow the Company to increase the size of the facility to $100 million.

The facility is secured by the Company’s inventory, accounts receivable and related assets, but not its real estate, fixtures and equipment, and it contains one financial covenant, a fixed charge coverage ratio, which is applicable and tested only in certain circumstances. The facility has an unused commitment fee of 0.25% and permits the payment of cash dividends subject to certain limitations.

Borrowings under the credit facility bear interest (a) for SOFR Loans, at a rate equal to the SOFR Rate plus a SOFR adjustment equal to 0.10% plus either 1.50%, 1.75% or 2.00%, or (b) for Base Rate Loans, at a rate equal to the highest of (i) the prime rate, (ii) the Federal Funds Rate plus 0.5% and (iii) the Term SOFR Rate plus 1.0%, plus, in each case either 0.50%, 0.75% or 1.00%, based in any such case on the average daily availability for borrowings under the facility.

As of August 1, 2026, the Company had no borrowings under the credit facility and $2.2 million of letters of credit outstanding.

5. Impairment of Assets

If facts and circumstances indicate that a long-lived asset or operating lease right-of-use asset may be impaired, the carrying value is reviewed. If this review indicates that the carrying value of the asset will not be recovered as determined based on projected undiscounted cash flows related to the asset over its remaining life, the carrying value of the asset is reduced to its estimated fair value. No impairments were recorded in the twenty-six weeks ended August 1, 2026. In the twenty-six weeks ended August 2, 2025, non-cash impairment expense related to underperforming stores totaled $0.3 million, comprised of $0.2 million for leasehold improvements and fixtures and equipment, and $0.1 million for operating lease right of use assets.

6. Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. If realization of the deferred tax asset is not considered more likely than not, then a valuation allowance is recorded to reduce the deferred tax asset to its net realizable value.

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible and income tax credits may be utilized, management believes sufficient negative evidence exists to require a valuation allowance. We intend to maintain a valuation allowance until sufficient positive evidence exists to support its reversal, resulting in no deferred tax asset balance being recognized.

On July 4, 2025, the President signed H.R. 1, the “One Big Beautiful Bill Act,” into law. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. The legislation includes several changes to federal tax law that generally allow for more favorable deductibility of certain business expenses beginning in 2025, including the restoration of immediate expensing of domestic R&D expenditures, reinstatement of 100% bonus depreciation, and more favorable rules for determining the limitation on business interest expense. The Company expects to utilize the more favorable tax legislation in its corresponding tax filings.

7. Commitments and Contingencies

The Company from time to time is involved in various legal proceedings incidental to the conduct of its business, including claims by customers, landlords, employees or former employees. Once it becomes probable that the Company will incur costs in connection with a legal proceeding and such costs can be reasonably estimated, the Company establishes appropriate reserves.

While legal proceedings are subject to uncertainties and the outcome of any such matter is not predictable, the Company is not aware of any legal proceedings pending or threatened against it that it expects to have a material adverse effect on its financial condition, results of operations or liquidity.

8. Stock Repurchases

The Company periodically repurchases shares of its common stock under board-authorized repurchase programs. Such repurchases may be made in the open market, through block trades or through other negotiated transactions. Share repurchases were as follows (in thousands, except per share data):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	**August 2, 2025**	**August 1, 2026**	**August 2, 2025**
Total number of shares purchased	—	—	—	251
Average price paid per share (including commissions)	$ —	$ —	$ —	$ 25
Total investment	$ —	$ —	$ —	$ 6,315

At August 1, 2026, $40.0 million remained available under the Company’s stock repurchase authorization.

9. Recent Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, “Improvement to Income Tax Disclosures (Topic 740)”, which requires additional disclosures for income tax rate reconciliations, income taxes paid, and certain other tax disclosures. ASU 2023-09 is intended to enhance the transparency and decision usefulness of income tax disclosures. The amendments in ASU 2023-09 address investor requests for enhanced income tax information primarily through changes to the rate reconciliation and income taxes paid information. Adoption is required for annual periods beginning after December 15, 2024. In fiscal 2025, the Company adopted the new accounting pronouncement ASU 2023-09 in the respective period and retrospectively. The adoption of ASU 2023-09 did not have a material impact on the Company’s consolidated financial statements as the requirements impact only annual income tax reporting disclosures in the Notes to the Company’s consolidated financial statements. Refer to “Note 5 Income Taxes” for additional information.

In November 2024, the FASB issued ASU 2024-03, “Expense Disaggregation Disclosures (Topic 220): Disaggregation of Income Statement Expenses” (“ASU 2024-03”), which requires public entities to disclose additional information that disaggregates certain expense captions into specified categories in the Notes to the consolidated financial statements. The new standard is effective for fiscal years beginning after December 15, 2026, and interim periods after December 15, 2027, with early adoption permitted. The disclosure updates are required to be applied prospectively with the option for retrospective application. The Company is currently evaluating the impact the amended guidance will have on its disclosures.

In September 2025, the FASB issued ASU 2025-06, “Intangibles – Goodwill and Other Internal-Use Software: Targeted Improvements to the Accounting for Internal-Use Software” (“ASU 2025-06”), which amends the guidance in ASC 350 to revise the criteria for when an entity is required to start capitalizing software costs and requires an entity to consider whether there is significant uncertainty associated with the development activities of the software when evaluating the probable-to-complete recognition threshold. ASU 2025-06 is required to be adopted in the annual reporting periods beginning after December 15, 2027, including interim periods within those annual reporting periods, with early adoption permitted. The Company is currently evaluating the impact the amended guidance will have on its consolidated financial statements and related disclosures.

In November 2025, the FASB issued ASU 2025-11, “Interim Reporting (Topic 270): Narrow-Scope Improvements” (“ASU 2025- 11”), which amends the guidance in ASC 270 to clarify the applicability of interim disclosure requirements and enhance the navigability of the existing guidance. ASU 2025-11 provides a comprehensive list of required interim disclosures and establishes a new disclosure principle requiring entities to disclose events that occur after the end of the last annual reporting period. The new standard is effective for interim periods within annual reporting periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact the amended guidance will have on its consolidated financial statements and related disclosures.

10. Revenue

Revenue Recognition
The Company’s primary source of revenue is derived from the sale of clothing and accessories to its customers with the Company’s performance obligations satisfied immediately when the customer pays for their purchase and receives the merchandise. Sales taxes collected by the Company from customers are excluded from revenue. Revenue from layaway sales is recognized at the point in time when the merchandise is paid for and control of the goods is transferred to the customer, thereby satisfying the Company’s performance obligation. The Company defers revenue from the sale of gift cards and recognizes the associated revenue upon the redemption of the cards by customers to purchase merchandise.

Sales Returns
The Company allows customers to return merchandise for up to 30 days after the date of sale. Expected refunds to customers are recorded based on estimated margin using historical return information.

Disaggregation of Revenue
The Company’s retail operations represent a single operating segment based on the way the Company manages its business. Operating decisions and resource allocation decisions are made at the Company level to maintain a consistent retail store presentation. The Company’s retail stores sell similar products, use similar processes to sell those products and sell their products to similar classes of customers.

In the following table, the Company's revenue from contracts with customers is disaggregated by Division or product category. It also provides the percentage of net sales for each Division within the merchandise assortment.

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
Division	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Women's	26 %	27 %	27 %	28 %
Children's	22 %	22 %	23 %	22 %
Men's	18 %	18 %	17 %	17 %
Accessories & Beauty	17 %	17 %	16 %	16 %
Home & Lifestyle	9 %	9 %	10 %	10 %
Footwear	8 %	7 %	7 %	7 %

11. Leases

The Company leases its retail store locations, distribution centers and certain office space and equipment. Leases for store locations are typically for a term of five years with options to extend for one or more five-year periods.

The Company analyzes all leases at inception to determine if a right-of-use asset and lease liability should be recognized. Leases with an initial term of 12 months or less and leases with mutual termination clauses are not included on the condensed consolidated balance sheets. The lease liability is measured at the present value of future lease payments as of the lease commencement date.

Total lease cost is comprised of operating lease costs, short-term lease costs and variable lease costs, which include rent paid as a percentage of sales, common area maintenance, real estate taxes and insurance for the Company's real estate leases. Lease costs consisted of the following (in thousands):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Operating lease cost	$ 15,923	$ 15,219	$ 31,888	$ 30,386
Variable lease cost	3,695	3,205	6,854	5,815
Short term lease cost	241	422	964	998
Total lease cost	$ 19,859	$ 18,846	$ 39,706	$ 37,199

Future minimum lease payments as of August 1, 2026 are as follows (in thousands):

Fiscal Year	Lease Costs	
Remainder of 2026	$ 33,442	
2027	60,229	
2028	50,410	
2029	40,059	
2030	29,354	
Thereafter	108,947	
Total future minimum lease payments	322,441	
Less: imputed interest	(97,592)	(1)
Total present value of lease liabilities	$ 224,849	(2)

(1) Calculated using the incremental borrowing rate.

(2) Includes short-term and long-term portions of operating lease liabilities.

Certain operating leases provide for fixed monthly rents, while others provide for contingent rents computed as a percentage of net sales and others provide for a combination of both fixed monthly rents and contingent rents computed as a percentage of net sales.

Supplemental cash flows and other information related to operating leases are as follows (in thousands, except for weighted average amounts):

	Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025
Cash paid for operating leases	$ 31,990	$ 30,578
Right of use assets obtained in exchange for new operating lease liabilities	$ 25,397	$ 26,675
Weighted average remaining lease term (years) - operating leases	6.64	6.99
Weighted average discount rate - operating leases	6.28%	5.87%

12. Segment Reporting

The Company is a leading off-price value retailer of fashion apparel, accessories and home trends primarily for Black families. The retail operations represent a single operating segment based on the way the Company manages its business. The Company's Chief Executive Officer, as our chief operating decision maker ("CODM"), manages and allocates resources to the operations of the Company on a consolidated basis. This enables the Chief Executive Officer to assess the Company's overall level of available resources and determine how best to deploy these resources across retail stores that are in line with the Company's long-term company-wide strategic goals. The Company's retail stores sell similar products, use similar processes to sell those products, and sell their products to similar classes of customers. All sales and assets are located within the United States. The CODM assesses performance based on consolidated net (loss) income that is reported on the statement of operations as part of the annual budgeting and forecasting process. The CODM considers budget-to-actual variances on a monthly basis when making decisions about allocating capital and personnel. The CODM does not review assets in evaluating results, therefore such information is not provided.

The following table summarizes the Company's one reportable segment profit or loss, including significant segment expenses, and includes the reconciliation to consolidated net (loss) income (in thousands):

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	August 1, 2026	August 2, 2025	August 1, 2026	August 2, 2025
Net sales	$ 211,632	$ 190,750	$ 442,490	$ 392,478
Cost of sales (exclusive of depreciation shown separately below)				
Merchandising and other	(113,744)	(104,204)	(240,172)	(216,061)
Freight in and out	(11,999)	(10,273)	(24,201)	(20,334)
Selling, general, and administrative expenses				
Store expenses - payroll and related expenses	(24,871)	(23,548)	(48,778)	(46,033)
Store expenses - rent	(17,739)	(16,770)	(35,440)	(33,097)
Corporate expenses - payroll and related expenses	(7,468)	(7,273)	(14,600)	(14,556)
Distribution center expenses - payroll and related expenses	(5,112)	(4,766)	(9,702)	(9,321)
Other segment expenses [1]	(27,106)	(26,548)	(53,521)	(50,785)
Gain on sale of building	—	10,960	—	10,960
Gain on insurance related to operating activities	146	—	146	—
Depreciation	(5,446)	(4,548)	(10,554)	(8,918)
Asset impairment	—	(263)	-	(327)
Interest income	541	389	1,188	847
Interest expense	(89)	(88)	(175)	(164)
Income tax benefit	324	—	142	—
Net Income (loss)	$ (931)	$ 3,818	$ 6,823	$ 4,689

[1] Other segment expenses represent other store, corporate and distribution center expenses including utilities, repairs, supplies, insurance, professional fees and other miscellaneous fees.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

Except for specific historical information, many of the matters discussed in this Form 10-Q may express or imply projections of revenues or expenditures, statements of plans and objectives for future operations, growth or initiatives, statements of future economic performance, capital allocation expectations or statements regarding the outcome or impact of pending or threatened litigation. These, and similar statements, are forward-looking statements, as defined in the Private Securities Litigation Reform Act of 1995, concerning matters that involve risks, uncertainties and other factors that may cause the actual performance of the Company to differ materially from those expressed or implied by these statements. All forward-looking information should be evaluated in the context of these risks, uncertainties and other factors. The words "believe," "anticipate," "project," "plan," "expect," "estimate," "objective," "forecast," "goal," "intend," "could," "will likely result," or "will continue" and similar words and expressions generally identify forward-looking statements, although not all forward-looking statements contain such language. The Company believes the assumptions underlying these forward-looking statements are reasonable; however, any of the assumptions could be inaccurate, and therefore, actual results may differ materially from those projected in the forward-looking statements.

The factors that may result in actual results differing from such forward-looking information include, but are not limited to: uncertainties relating to general economic conditions, including inflation, energy and fuel costs, unemployment levels, and any deterioration whether caused by acts of war, terrorism, political or social unrest (including any resulting store closures, damage or loss of inventory) or other factors; changes in market interest rates and market levels of wages; the imposition of new taxes on imports, new tariffs and changes in existing tariff rates; the imposition of new trade restrictions and changes in existing trade restrictions; impact of natural disasters such as hurricanes; uncertainty and economic impact of pandemics, epidemics or other public health emergencies; transportation and distribution delays or interruptions; changes in freight rates; the Company's ability to attract and retain workers; the Company's ability to negotiate effectively the cost and purchase of merchandise; inventory risks due to shifts in market demand; the Company's ability to gauge fashion trends and changing consumer preferences; consumer confidence and changes in consumer spending patterns; competition within the industry; competition in our markets; the duration and extent of any economic stimulus programs; changes in product mix; interruptions in suppliers' businesses; risks related to cybersecurity, data privacy and intellectual property; temporary changes in demand due to weather patterns; seasonality of the Company's business; the results of pending or threatened litigation; delays and costs associated with building, opening, remodeling, assuming leases and operating new stores; delays and costs associated with building, opening or expanding new or existing distribution centers; changes in regulatory requirements or stackholder's expectations on environmental, social and sustainability related topics, challenges effectively managing the use of artificial intelligence; strategic transactions that could negatively impact our liquidity, increase our expenses, or present significant distractions to management; debt and equity market conditions, including the ability to access capital markets on favorable terms or at all; and other factors described in the section titled "Item 1A. Risk Factors" and elsewhere in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2026 and in Part II, "Item 1A. Risk Factors" and elsewhere in the Company's Quarterly Reports on Form 10-Q and any amendments thereto and in the other documents the Company files with the SEC, including reports on Form 8-K.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this Form 10-Q. Except as may be required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements contained herein to reflect events or circumstances occurring after the date of this Form 10-Q or to reflect the occurrence of unanticipated events. Readers are advised, however, to read any further disclosures the Company may make on related subjects in its public disclosures or documents filed with the SEC, including reports on Form 8-K.

Executive Overview

We are a leading off-price value retailer of apparel, accessories and home trends primarily for Black families in the United States. Our high quality and trend-right merchandise offerings at everyday low prices are designed to appeal to the fashion and trend preferences of value-concious customers.

As of August 1, 2026, we operated 594 stores in urban, suburban and rural markets in 33 states.

Uncertainties and Challenges

General Economic Conditions

We are monitoring trends in general economic conditions including inflation, tariffs and changes in consumer sentiment. We also regularly monitor the impacts on our business of unemployment levels, wage inflation, interest rates, inflation rates, housing costs, energy costs, gas prices, consumer confidence, consumer perception of economic conditions, costs to source our merchandise and supply chain disruptions.

Seasonality and Weather Patterns

The nature of our business is seasonal. Historically, sales in the first and fourth quarters have been higher than sales achieved in the second and third quarters of the fiscal year. In addition, sales of clothing are directly impacted by the timing of the seasons to which the clothing relates. While we have expanded our product offerings to balance discretionary with non-discretionary product, traffic to our stores is still influenced by weather patterns to some extent.

Basis of Presentation

Net sales consist of store sales and layaway fees, net of returns by customers. Cost of sales consists of the cost of products we sell and associated freight costs. Depreciation is not considered a component of cost of sales and is included as a separate line item in the consolidated statements of operations. Selling, general and administrative expenses are comprised of store costs, including payroll and occupancy costs, corporate and distribution center costs, and advertising costs.

The following discussion contains references to fiscal years 2026 and 2025, which represent fiscal years ending or ended on January 30, 2027 and January 31, 2026, respectively. Fiscal 2026 and fiscal 2025 both have 52-week accounting periods. This discussion and analysis should be read with the unaudited condensed consolidated financial statements and the notes thereto contained in Part I, Item 1 of this Report.

Results of Operations

The following discussion of the Company's financial performance is based on the unaudited condensed consolidated financial statements set forth herein. Expenses and, to a greater extent, operating income, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year as a result of the seasonality of our business, and the current economic uncertainty.

Key Operating Statistics

We measure performance using key operating statistics. One of the main performance measures we use is comparable store sales growth. We define a comparable store as a store that has been open for at least 14 full consecutive months without closure for more than seven days within the same fiscal month. Remodeled and relocated stores are included in the comparable store sales results if the selling square footage is not changed significantly, the store is not closed for more than five days in any fiscal month and the store remains in the same trade area.

We also use other operating statistics, most notably average sales per store, to measure our performance. As we typically occupy existing space in established shopping centers rather than sites built specifically for our stores, store square footage (and therefore sales per square foot) varies by store. We focus on overall store sales volume as the critical driver of profitability. In addition to sales, we measure cost of sales as a percentage of sales and store operating expenses, with a particular focus on labor, as a percentage of sales. These results translate into store level contribution, which we use to evaluate the overall performance of each individual store. Finally, we monitor corporate and distribution center expenses against budgeted amounts.

Thirteen Weeks Ended August 1, 2026 and August 2, 2025

Net Sales. Net sales increased $20.9 million, or 10.9%, to $211.6 million in the second quarter of 2026 from $190.8 million in the second quarter of 2025. Comparable store sales increased 10.5%, resulting in an increase of $19.8 million in sales. Net store opening and closing activity resulted in a net increase of $1.0 million in sales.

Cost of Sales (exclusive of depreciation). Cost of sales (exclusive of depreciation) increased $11.3 million, or 9.8%, to $125.7 million in the second quarter of 2026 from $114.5 million in the second quarter of 2025. Cost of sales as a percentage of sales was 59.4% in the second quarter of 2026 and 60.0% in the second quarter of 2025. The change was due to higher merchandise margin and lower shrink, partially offset by higher freight expense.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $3.4 million, or 4.3%, to $82.3 million in the second quarter of 2026 from $78.9 million in the second quarter of 2025. The increase was primarily driven by certain store expenses to support additional sales. As a percentage of sales, selling, general and administrative expenses decreased to 38.9% in the second quarter of 2026 from 41.4% in the second quarter of 2025, primarily driven by the aforementioned items.

Depreciation. Depreciation expense increased $1.0 million, or 19.7%, to $5.4 million in the second quarter of 2026 from $4.5 million in the second quarter of 2025.

Impairment. There were no non-cash impairment expenses related to underperforming stores in the second quarter of 2026 compared to $0.2 million in the second quarter of 2025, comprised of leasehold improvements and fixtures and equipment.

Gain on Sale of Building. Gain on sale of the corporate office building was $11.0 million in the second quarter of 2025.

Income Tax Benefit. Income tax benefit of $.3 million was recognized in the second quarter of 2026. No income tax benefit was recognized in the second quarter of 2025. We used the annual effective tax rate to determine income tax benefit based upon interim period results.

Net Income (Loss). Net loss was $0.9 million in the second quarter of 2026 compared to net income of $3.8 million in the second quarter of 2025 due to the factors discussed above.

Twenty-Six Weeks Ended August 1, 2026 and August 2, 2025

Net Sales. Net sales increased $50.0 million, or 12.7%, to $442.5 million in the first twenty-six weeks of 2026 from $392.5 million in the same period of 2025. Comparable store sales increased 12.2%, resulting in an increase of $47.5 million in sales. Net store opening and closing activity resulted in a net increase of $2.5 million in sales.

Cost of Sales (exclusive of depreciation). Cost of sales (exclusive of depreciation) increased $28.0 million, or 11.8%, to $264.4 million in the first twenty-six weeks of 2026 from $236.4 million in the same period of 2025. Cost of sales as a percentage of sales decreased to 59.7% in the first twenty-six weeks of 2026 from 60.2% in the same period of 2025. The change was due to higher merchandise margin and lower shrink, partially offset by higher freight expense.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased $8.2 million, or 5.4%, to $162.0 million in the first twenty-six weeks of 2026 from $153.8 million in the same period of 2025. The increase was primarily driven by certain store expense to support additional sales. As a percentage of sales, Selling, general and administrative expenses decreased to 36.6% in the first twenty-six weeks of 2026 from 39.2% in the same period of 2025, due to the aforementioned items.

Depreciation. Depreciation expense increased $1.7 million, or 18.3%, to $10.6 million in the first twenty-six weeks of 2026 from $8.9 million in the same period of 2025 primarily due to increase in property and equipment.

Impairment. There were no non-cash impairment expenses related to underperforming stores in the first twenty-six weeks of 2026 compared to $0.3 million in the first twenty-six weeks of 2025, comprised of leasehold improvements and fixtures and equipment.

Gain on Sale of Building. Gain on sale of the corporate office building was $11.0 million in the second quarter of 2025.

Income Tax Benefit. Income tax benefit of $.14 million was recognized in the first twenty-six weeks of 2026. No income tax benefit was recognized in the first twenty-six weeks of 2025. We used the annual effective tax rate to determine income tax benefit based upon interim period results.

Net Income (Loss). Net income was $6.8 million in the first twenty-six weeks of 2026 compared to net income of $4.7 million in the same period of 2025 due to the factors discussed above.

Liquidity and Capital Resources

Capital Allocation

Our capital allocation strategy is to maintain adequate liquidity to prioritize investments in opportunities to profitably grow our business and maintain current operations. Our existing share repurchase authorization also remains in place with $40 million of authorization outstanding. We will deploy or return capital based on the opportunities available to us, market conditions, and ultimately, where we believe we can generate the greatest long term value for our shareholders. Our quarter-end cash and cash equivalents balance was $55.9 million compared to $50.4 million at the end of the second quarter last year. Until required for other purposes, we maintain cash and cash equivalents in deposit or money market accounts.

Our principal sources of liquidity consist of: (i) cash and cash equivalents on hand; (ii) short-term trade credit arising from customary payment terms and trade practices with our vendors; (iii) cash generated from operations on an ongoing basis; and (iv) a revolving credit facility with a $75 million credit commitment.

On August 25, 2026, the Company filed a registration statement on Form S-3 relating to the potential offer and sale from time to time of up to $100 million of its common stock. Once effective, the registration statement will provide the Company with additional flexibility to access the capital markets and support potential future capital needs. The Company currently has no definitive plans to issue securities under the registration statement, and no securities have been issued thereunder as of the date of this report.

Inventory

Our quarter-end inventory balance was $126.4 million, a 7.5% increase compared to $117.6 million at the end of the second quarter last year. The increase was primarily driven by inventory investments to support strong customer demand.

Capital Expenditures

Capital expenditures in the first twenty-six weeks of 2026 were $15.6 million, an increase of $7.9 million over the first twenty-six weeks of 2025, as we increased our investments in new stores and remodels. We anticipate capital expenditures in fiscal 2026 to be in the range of $35 million to $40 million, primarily for new stores and remodeling of existing stores.

Share Repurchases

No shares were repurchased in the first tweny-six weeks of fiscal 2026. In the first twenty-six weeks of fiscal 2025, we returned $6.3 million to stockholders through share repurchases. See Part II, Item 2 of this Report and Note 8 to the Financial Statements for more information.

Revolving Credit Facility

We have a revolving credit facility that matures in April 2030 and provides a $75 million credit commitment and a $25 million uncommitted "accordion" feature. Additional details of the credit facility are in Note 4 to the Financial Statements. At the end of the second quarter of 2026, we had no borrowings under the credit facility and $2.2 million in letters of credit outstanding.

Cash Flows

Cash Flows From Operating Activities. Net cash provided by operating activities was $6.7 million in the first twenty-six weeks of 2026 compared to net cash used in operating activities of $7.1 million in the same period of 2025. Significant sources of cash for the first twenty-six weeks of 2026 included net income adjusted for non-cash items totaling $45.0 million compared to net income adjusted for non-cash items of $29.9 million in the first twenty-six weeks of 2025.

Significant uses of cash from operating activities in the first twenty-six weeks of 2026 included (1) a $21.8 million decrease in accrued expenses and other long-term liabilities (compared to a $29.6 million decrease in the first twenty-six weeks of 2025) due primarily to payments of operating lease liabilities; (2) a $7.9 million increase in prepaid and other current assets compared to a $9.4 million dollar increase in the first twenty-six weeks of 2025; (3) a $12.9 million increase in inventory in the first twenty-six weeks of 2026 compared to a $5.1 million decrease in inventory for the same period in 2025 and (4) a $2.8 million decrease in accrued compensation in the first twenty-six weeks of 2026 compared to a $2.0 increase in the same period last year.

Cash Flows From Investing Activities. Cash used in investing activities was $15.6 million in the first twenty-six weeks of 2026 compared to $3.5 million provided in the same period last year. Cash used of $15.6 million in the first twenty-six weeks of fiscal 2026 consisted of purchases of property and equipment. The cash provided of $3.5 million in the first twenty-six weeks of 2025 was from the sale of a building for $11.2 million, offset by $7.7 million used for the purchases of property and equipment.

Cash Flows From Financing Activities. Cash used in financing activities was $1.3 million in the first twenty-six weeks of 2026 compared to $7.1 million in the same period last year. Cash used in the first twenty-six weeks of fiscal 2026 was $1.3 million to settle withholding taxes on the vesting of restricted stock, compared to $0.8 million used to settle withholding taxes on the vesting of restricted stock and $6.3 million for share repurchases in the first twenty-six weeks of fiscal 2025.

Cash Requirements and Commitments

Our principal cash requirements consist of (1) inventory purchases; (2) capital expenditures to invest in our infrastructure; and (3) operational needs, including salaries, occupancy costs, taxes and other operating costs. We may also use cash to fund any share repurchases, make any required debt payments and satisfy other contractual obligations. Historically, we have met these cash requirements using cash flow from operations and short-term trade credit. As of August 1, 2026, our contractual commitments for operating leases totaled $224.8 million (with $64.9 million due within 12 months). See Note 11 to the Financial Statements for more information regarding lease commitments.

Critical Accounting Policies

The preparation of our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

There have been no material changes to the Critical Accounting Policies outlined in our Annual Report on Form 10-K for the fiscal year ended January 31, 2026.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in our market risk during the twenty-six weeks ended August 1, 2026 compared to the disclosures in Part II, Item 7A of our Annual Report on Form 10-K for the fiscal year ended January 31, 2026.

Item 4. Controls and Procedures.

We have carried out an evaluation under the supervision and with the participation of management, including the principal executive officer and the principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of August 1, 2026 pursuant to Rules 13a-15 and 15d-15 of the Exchange Act. Based on that evaluation, the principal executive officer and the principal financial officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information has been accumulated and communicated to our management, including the officers who certify our financial reports, as appropriate, to allow timely decisions regarding the required disclosures.

Our disclosure controls and procedures are designed to provide reasonable assurance that the controls and procedures will meet their objectives. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended August 1, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings.

We are from time to time involved in various legal proceedings incidental to the conduct of our business, including claims by customers, landlords, employees, or former employees. Once it becomes probable that we will incur costs in connection with a legal proceeding and such costs can be reasonably estimated, we establish appropriate reserves. While legal proceedings are subject to uncertainties and the outcome of any such matter is not predictable, we are not aware of any legal proceedings pending or threatened against us that we expect to have a material adverse effect on our financial condition, results of operations or liquidity.

Item 1A. Risk Factors.

There have been no material changes to the Risk Factors described under the section “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended January 31, 2026.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Information on Share Repurchases

The Company did not repurchase any shares in the second quarter of 2026. As of August 1, 2026, $40.0 million remained under the Company’s stock repurchase authorization.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

3.1	Third Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on June 7, 2018).
3.2	Fourth Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on October 31, 2022).
31.1	Certification of Principal Executive Officer, Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
31.2	Certification of Principal Financial Officer, Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
32.1	Certifications Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.+†
101	Inline XBRL Document Set for the condensed consolidated financial statements and accompanying notes in Part I, Item 1, "Financial Statements" of this Quarterly Report on Form 10-Q.+
104	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.+

\+ Included herewith.

† Pursuant to Securities and Exchange Commission Release No. 33-8238, this certification will be treated as "accompanying" this Quarterly Report on Form 10-Q and not "filed" as part of such report for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of Section 18 of the Securities Exchange Act of 1934 and this certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, and the undersigned also has signed this report in her capacity as the Registrant's Chief Financial Officer (Principal Financial Officer).

CITI TRENDS, INC.

Date: September 9, 2026

By:	/s/ Heather Plutino
Name:	Heather Plutino
Title:	Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Kenneth D. Seipel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended August 1, 2026 of Citi Trends, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 9, 2026

/s/ Kenneth D. Seipel
Kenneth D. Seipel
Chief Executive Officer
(Principal Executive Officer) and Chairman

Exhibit 31.2

CERTIFICATION

I, Heather Plutino, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the period ended August 1, 2026 of Citi Trends, Inc.

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 9, 2026

/s/ Heather Plutino

Heather Plutino
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350, as adopted).

I, Kenneth D. Seipel, Chief Executive Officer of Citi Trends, Inc.,

and

I, Heather Plutino, Chief Financial Officer of Citi Trends, Inc., certify that:

1. We have reviewed this quarterly report on Form 10-Q of Citi Trends, Inc. for the period ended August 1, 2026;

2. Based on our knowledge, this quarterly report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and

3. Based on our knowledge, the financial statements, and other information included in this quarterly report, fairly present in all material respects the financial condition and results of operations of the registrant as of, and for, the periods presented in this quarterly report.

Date: September 9, 2026

/s/ Kenneth D. Seipel
Kenneth D. Seipel
Chief Executive Officer
(Principal Executive Officer) and Chairman

Date: September 9, 2026

/s/ Heather Plutino
Heather Plutino
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to Citi Trends, Inc. and will be retained by Citi Trends, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.