

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II	Basic Plan Information —enter all requested information
1a Name of plan CITI TRENDS, INC. 401(K) PROFIT SHARING PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 04/13/1999
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) CITI TRENDS, INC. 104 COLEMAN BLVD. SAVANNAH, GA 31408	2b Employer Identification Number (EIN) 52-2150697 2c Plan Sponsor's telephone number 912-236-1561 2d Business code (see instructions) 448140

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2023	JASON MOSCHNER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 2503
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a(1) 2365 6a(2) 2701 6b 2 6c 139 6d 2842 6e 0 6f 2842 6g 687 6h 66
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan CITI TRENDS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CITI TRENDS, INC.	D Employer Identification Number (EIN) 52-2150697	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	49010	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT REAL EST INV - AMERICAN CE 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN INTL - DST ASSET MANAGER S 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA DIV INC A - COLUMBIA MGT PO BOX 219104 KANSAS CITY, MO 64121-9104	0.50%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GLENMEDE SMCP EQ ADV - STATE STREE 04-0025081	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
J H ENTERPRISE T - JANUS HENDERSON 151 DETROIT STREET DENVER, CO 80206	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
J H TRITON T - JANUS HENDERSON SER 151 DETROIT STREET DENVER, CO 80206	0.35%

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JH DSCPL VAL MDCP A - JOHN HANCOCK 01-0233346	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VICTORY S ESTB VAL A - FIS INVESTO FAITH INVESTOR SERVICES, LLC 14785 PRESTON ROAD, SUITE 1000 DALLAS, TX 75254	0.50%	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>CITI TRENDS, INC. 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CITI TRENDS, INC.</u>	D Employer Identification Number (EIN) <u>52-2150697</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a 0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1) 0	0
(2) Participant contributions.....		1b(2) 0	0
(3) Other.....		1b(3) 0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1) 673352	855412
(2) U.S. Government securities		1c(2) 0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A) 0	0
(B) All other		1c(3)(B) 0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A) 0	0
(B) Common.....		1c(4)(B) 0	0
(5) Partnership/joint venture interests		1c(5) 0	0
(6) Real estate (other than employer real property)		1c(6) 0	0
(7) Loans (other than to participants).....		1c(7) 0	0
(8) Participant loans.....		1c(8) 740243	782459
(9) Value of interest in common/collective trusts.....		1c(9) 0	0
(10) Value of interest in pooled separate accounts		1c(10) 0	0
(11) Value of interest in master trust investment accounts.....		1c(11) 0	0
(12) Value of interest in 103-12 investment entities		1c(12) 0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13) 15980538	14221677
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14) 0	0
(15) Other		1c(15) 0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	17394133	15859548

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	17394133	15859548
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	536504	
(B) Participants	2a(1)(B)	2388636	
(C) Others (including rollovers)	2a(1)(C)	361459	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3286599

b Earnings on investments:

(1) Interest:

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	9802	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	35083	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		44885

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1193529	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1193529

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-4055420
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		469593
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1882702	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1882702
f Corrective distributions (see instructions)	2f		69307
g Certain deemed distributions of participant loans (see instructions)	2g		3159
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	49010	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		49010
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2004178
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1534585
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SYMPHONA LLP

(2) EIN: 58-2663273

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan CITI TRENDS, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CITI TRENDS, INC.		D Employer Identification Number (EIN) 52-2150697
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:	
a	The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a
b	The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b
c	The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	
a	The corresponding number for the plan year immediately preceding the current plan year.....	15a
b	The corresponding number for the second preceding plan year.....	15b
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:	
a	Enter the number of employers who withdrew during the preceding plan year	16a
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐	

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

CITI TRENDS, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULE

December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Trustees, Plan Committee, and Plan Administrator
Citi Trends, Inc. 401(k) Profit Sharing Plan
Savannah, Georgia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Citi Trends, Inc. 401(k) Profit Sharing Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule H, Line 4i – schedule of assets (held at end of year), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in cursive script that reads "Symphona LLP".

Savannah, Georgia
October 4, 2023

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 14,221,677	\$ 15,980,538
Money market fund	<u>855,412</u>	<u>673,352</u>
Total investments, at fair value	<u>15,077,089</u>	<u>16,653,890</u>
Receivables		
Notes receivable from participants	<u>782,459</u>	<u>740,243</u>
Total assets	15,859,548	17,394,133
LIABILITIES		
Excess contributions refundable	<u>144,797</u>	<u>87,658</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 15,714,751</u></u>	<u><u>\$ 17,306,475</u></u>

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2022

ADDITIONS	
Investment (loss) income	
Net depreciation in fair value of investments	\$ (4,055,420)
Dividends and interest	<u>1,238,414</u>
Total investment loss	<u>(2,817,006)</u>
Contributions	
Employer	536,504
Participant, net of excess contributions of \$57,139	2,331,497
Rollover	<u>361,459</u>
Total contributions	<u>3,229,460</u>
Total additions	<u>412,454</u>
DEDUCTIONS	
Benefits paid to participants	1,955,168
Administrative expenses	<u>49,010</u>
Total deductions	<u>2,004,178</u>
NET DECREASE	(1,591,724)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>17,306,475</u>
End of year	<u>\$ 15,714,751</u>

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Citi Trends, Inc. 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which was established on April 13, 1999, is maintained by Citi Trends, Inc. (the Company or Sponsor) for the benefit of its eligible employees. The Plan is a defined contribution plan under Sections 401(a) and 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Fidelity Management Trust Company (Fidelity) serves as the trustee and custodian for the Plan. An affiliated company of the trustee provides recordkeeping services for the Plan.

Eligibility

All active employees of the Company, excluding residents of Puerto Rico, leased employees and employees covered by a collective bargaining agreement, who have completed 6 months of service, as defined by the Plan, and are at least 21 years of age, are eligible to participate in the Plan. Participants become eligible to participate on the first Plan entry date (first day of each month) following completion of the eligibility requirements.

Contributions

Eligible employees may elect to contribute, on a pretax basis, up to 90% of their eligible compensation to the Plan, not to exceed the limit under the IRC. In addition, eligible participants are permitted to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may provide a discretionary matching contribution. For the 2022 and 2021 Plan years, the discretionary matching contribution was equal to 50% of the participant's contribution up to 4% of annual compensation. Contributions are invested in various investment options, mutual funds and a money market fund, at the direction of the participants. The Company's discretionary matching contributions are in the form of cash and are invested at the direction of the participants. Investment options include a money market fund and mutual funds.

In addition, the Company, at its discretion, may elect to make nonelective contributions to the Plan. Participants must be employed on the last day of the Plan year to be eligible for any nonelective contributions made for that Plan year. Nonelective contributions, if any, will be allocated to eligible participants in the ratio that each eligible participant's eligible compensation bears to the total eligible compensation paid to all eligible participants for the Plan year. Nonelective contributions will be invested at the direction of participants. No nonelective contributions were made in 2022.

Vesting

Participants are always 100% vested in their pretax contributions. Discretionary employer matching contributions and discretionary employer nonelective contributions (and the earnings thereon) are vested in accordance with the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	25%
2	50%
3	75%
4 or more	100%

Participant Accounts

Individual accounts are maintained for each participant's share of the Plan's investment results, the Company's discretionary matching contributions and discretionary nonelective contributions, and the participant's contribution. Allocations of Plan investment results are based on participant account balances, as defined by the Plan document.

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 1. DESCRIPTION OF THE PLAN, continued

Notes Receivable from Participants

A participant may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loans are secured by the participant's account balance and bear interest at a reasonable rate of interest as determined by the trustee based on prevailing interest rates charged for similar loans in the loan market. Repayments of the loans are made in substantially equal payroll deductions amortized over the life of the loan. The loan must be repaid within five years unless the loan is used to purchase a primary residence, in which case the repayment period may not extend beyond ten years from the date of the loan. The principal amount of the loan, together with all accrued interest, shall immediately become due when the participant is no longer employed by the Company. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Forfeitures

Forfeited account balances are utilized to reduce future Company contributions or pay Plan fees. There were forfeitures of \$24,936 and \$18,573 at December 31, 2022 and 2021, respectively. In 2022, \$23,433 of forfeited non-vested amounts were used to pay Plan fees or reduce Company contributions.

Benefit Payments

A participant becomes eligible for benefits at the normal retirement date (age 60), at early retirement date (age 55), upon termination from the Company, or at the date the participant dies or becomes disabled. In addition, a participant is eligible to receive distributions without termination of employment upon attainment of age 59½ without penalty. A participant may elect to receive the benefits either as a lump-sum distribution, installment payments over a specified period of time, or a direct roll-over distribution. In-service hardship withdrawals are permitted by the Plan.

Administrative Expenses

All expenses of the Plan are paid by the Company, with the exception of investment manager fees and individual loan maintenance fees which are allocated as necessary to each participant's account.

Plan Termination

Although the Company has not expressed any intent to terminate the Plan, the Company has the right to amend, modify or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, all participant accounts will become 100% vested. These accounts, which are non-forfeitable, will continue to accrue investment earnings until benefits are paid to the participants in accordance with the terms of the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of 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, liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. The shares of mutual funds are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest. The notes receivable from participants were \$782,459 and \$740,243 at December 31, 2022 and 2021, respectively, and had interest rates ranging from 4.25%-7.25%.

Subsequent Events

Subsequent events have been evaluated for potential recognition and/or disclosure through October 4, 2023. This represents the date the financial statements were available to be issued.

NOTE 3. CERTIFICATION OF ASSETS AND INCOME

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company (Fidelity), the trustee and custodian of the Plan, for the years ended December 31, 2022 and 2021, respectively, as complete and accurate to the best of their knowledge, except for comparing such information certified by the trustee custodian to information included in the Plan's financial statements and supplemental schedule.

- a) Fidelity has certified that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate as of December 31:

	<u>2022</u>	<u>2021</u>
Mutual funds, at fair value	\$ 14,221,677	\$ 15,980,538
Money market fund, at fair value	855,412	673,352
Notes receivable from participants	<u>782,459</u>	<u>740,243</u>
	<u>\$ 15,859,548</u>	<u>\$ 17,394,133</u>

- b) Income (loss) certified by Fidelity for the year ended December 31, 2022:

	<u>Net Depreciation in Fair Value</u>	<u>Dividend and Interest Income</u>
Mutual funds, at fair value	\$ (4,055,420)	\$ 1,193,529
Money market fund, at fair value	-	9,802
Notes receivable from participants	<u>-</u>	<u>35,083</u>
	<u>\$ (4,055,420)</u>	<u>\$ 1,238,414</u>

NOTE 4. FAIR VALUE MEASUREMENTS

Accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value are described as follows:

Basis of Fair Value Measurement

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 4. FAIR VALUE MEASUREMENTS, continued

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered investment companies. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money market fund: Valued at closing price reported in the active market in which the individual security is traded.

The following table set forth by level, within the fair value hierarchy, the trust investment assets at fair value, as of December 31, 2022 and 2021. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 14,221,677	\$ -	\$ -	\$ 14,221,677
Money market fund	855,412	-	-	855,412
Total assets at fair value	<u>\$ 15,077,089</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,077,089</u>
Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 15,980,538	\$ -	\$ -	\$ 15,980,538
Money market fund	673,352	-	-	673,352
Total assets at fair value	<u>\$ 16,653,890</u>	<u>\$ -</u>	<u>\$ -</u>	<u>16,653,890</u>

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 5. TAX STATUS

The Plan is a non-standardized preapproved profit sharing plan sponsored by Fidelity which obtained an opinion letter dated June 30, 2020, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan was amended and restated effective February 5, 2021; however, there were minimal and insignificant changes and the Plan Administrator believes the Plan is still in compliance with the applicable IRC requirements. The Plan was again amended and restated effective January 1, 2023. See Note 10.

FASB requires the Plan Administrator to annually evaluate the Plan's tax positions, including accounting and measurement of uncertain tax positions. For the year ending December 31, 2022, the Plan Administrator concluded that no uncertain tax positions had been taken that would require adjustment to or disclosure in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the federal, state, or local tax authorities for years before 2019.

NOTE 6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments consisting of a money market fund and certain shares of mutual funds are managed by Fidelity. Fidelity is the trustee and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Direct compensation paid to Fidelity and its affiliates amounted to \$49,010 for the year ended December 31, 2022. During the year ended December 31, 2022, the Plan also paid indirect compensation to Fidelity and/or its affiliates as stated per service agreements.

Notes receivable from participants also qualify as party-in-interest transactions.

NOTE 7. EXCESS CONTRIBUTIONS REFUNDABLE

Excess contributions refundable represents amounts owed to participants who made excess contributions based on compliance testing performed by Fidelity. The excess contributions refundable balance as of December 31, 2022 and 2021 were returned by the Plan to participants before March 15, 2023 and 2022, respectively.

NOTE 8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of total net assets per the financial statements as of December 31, to the Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	\$ 15,714,751	\$ 17,306,475
Excess contributions refundable in current year	144,797	87,658
Net assets available for benefits per Form 5500	<u>\$ 15,859,548</u>	<u>\$ 17,394,133</u>

The following is a reconciliation of participant contributions per the financial statements at December 31, 2022, to Form 5500:

	2022
Participant contributions per the financial statements	\$ 2,331,497
Excess contributions refundable in prior year	(87,658)
Excess contributions refundable in current year	144,797
Participant contributions per Form 5500	<u>\$ 2,388,636</u>

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500, continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2022, to Form 5500:

	<u>2022</u>
Benefits paid to participants per the financial statements	\$ 1,955,168
Certain deemed distributions of participant loans per Form 5500	(3,159)
Corrective Distributions	<u>(69,307)</u>
Total benefit payments per Form 5500	<u>\$ 1,882,702</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements at December 31, 2022, to Form 5500:

	<u>2022</u>
Net decrease in net assets available for benefits per the financial statements	\$ (1,591,724)
Excess contributions refundable in prior year	(87,658)
Excess contributions refundable in current year	<u>144,797</u>
Net income per Form 5500	<u>\$ (1,534,585)</u>

NOTE 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10. SUBSEQUENT EVENTS

Effective January 1, 2023, the Plan has been amended and restated to change the contribution period for matching employer contributions from each payroll period to each Plan year. This amendment has no impact on the 2022 financial statements.

SUPPLEMENTARY SCHEDULE

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2022
EIN: 52-2150697 PLAN: 001

(a)	(b) Identity of issue	(c) Description of investment	(d) Cost	(e) Current value
*	Fidelity	500 Index Fund	N/A	\$ 892,272
*	Fidelity	Capital & Income Fund	N/A	313,521
	Columbia	Dividend Income Fund A	N/A	124,314
*	Fidelity	Fidelity Fund	N/A	254,687
	John Hancock	Disciplined Val Mid Cap A	N/A	128,435
	Janus	Enterprise T	N/A	299,983
*	Fidelity	Extended Market Index	N/A	90,137
*	Fidelity	Fidelity Growth Discovery Fund	N/A	750,190
*	Fidelity	Freedom 2005 Fund	N/A	24,765
*	Fidelity	Freedom 2010 Fund	N/A	63,389
*	Fidelity	Freedom 2015 Fund	N/A	257,696
*	Fidelity	Freedom 2020 Fund	N/A	1,420,404
*	Fidelity	Freedom 2025 Fund	N/A	1,687,785
*	Fidelity	Freedom 2030 Fund	N/A	1,432,873
*	Fidelity	Freedom 2035 Fund	N/A	1,672,791
*	Fidelity	Freedom 2040 Fund	N/A	1,089,598
*	Fidelity	Freedom 2045 Fund	N/A	1,097,758
*	Fidelity	Freedom 2050 Fund	N/A	809,155
*	Fidelity	Freedom 2055 Fund	N/A	623,837
*	Fidelity	Freedom 2060 Fund	N/A	251,745
*	Fidelity	Freedom 2065 Fund	N/A	48,695
*	Fidelity	Freedom Income Fund	N/A	157,768
	Artisan	International Fund	N/A	115,182
	American Century	Real Estate Investment Fund	N/A	57,616
	Victory	S Established Value Fund A	N/A	179,476
	Glemmede	Small Cap Equity Adv	N/A	113,115
	PIMCO	Total Return Admin Fund	N/A	161,887
	Janus	Triton T	N/A	102,603
		Total mutual funds		<u>\$ 14,221,677</u>
*	Fidelity	Government Money Market Fund	N/A	<u>\$ 855,412</u>
*	Plan Participants	Notes receivable from participants (4.25%-7.50%)	N/A	<u>\$ 782,459</u>

* - Represents a party-in-interest.
See independent auditor's report.

CITI TRENDS, INC.
401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTARY SCHEDULE

December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Trustees, Plan Committee, and Plan Administrator
Citi Trends, Inc. 401(k) Profit Sharing Plan
Savannah, Georgia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed an audit of the financial statements of Citi Trends, Inc. 401(k) Profit Sharing Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule H, Line 4i – schedule of assets (held at end of year), is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in cursive script that reads "Symphona LLP".

Savannah, Georgia
October 4, 2023

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value		
Mutual funds	\$ 14,221,677	\$ 15,980,538
Money market fund	<u>855,412</u>	<u>673,352</u>
Total investments, at fair value	<u>15,077,089</u>	<u>16,653,890</u>
Receivables		
Notes receivable from participants	<u>782,459</u>	<u>740,243</u>
Total assets	15,859,548	17,394,133
LIABILITIES		
Excess contributions refundable	<u>144,797</u>	<u>87,658</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 15,714,751</u></u>	<u><u>\$ 17,306,475</u></u>

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year Ended December 31, 2022

ADDITIONS	
Investment (loss) income	
Net depreciation in fair value of investments	\$ (4,055,420)
Dividends and interest	<u>1,238,414</u>
Total investment loss	<u>(2,817,006)</u>
Contributions	
Employer	536,504
Participant, net of excess contributions of \$57,139	2,331,497
Rollover	<u>361,459</u>
Total contributions	<u>3,229,460</u>
Total additions	<u>412,454</u>
DEDUCTIONS	
Benefits paid to participants	1,955,168
Administrative expenses	<u>49,010</u>
Total deductions	<u>2,004,178</u>
NET DECREASE	(1,591,724)
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>17,306,475</u>
End of year	<u>\$ 15,714,751</u>

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the Citi Trends, Inc. 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which was established on April 13, 1999, is maintained by Citi Trends, Inc. (the Company or Sponsor) for the benefit of its eligible employees. The Plan is a defined contribution plan under Sections 401(a) and 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Fidelity Management Trust Company (Fidelity) serves as the trustee and custodian for the Plan. An affiliated company of the trustee provides recordkeeping services for the Plan.

Eligibility

All active employees of the Company, excluding residents of Puerto Rico, leased employees and employees covered by a collective bargaining agreement, who have completed 6 months of service, as defined by the Plan, and are at least 21 years of age, are eligible to participate in the Plan. Participants become eligible to participate on the first Plan entry date (first day of each month) following completion of the eligibility requirements.

Contributions

Eligible employees may elect to contribute, on a pretax basis, up to 90% of their eligible compensation to the Plan, not to exceed the limit under the IRC. In addition, eligible participants are permitted to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company may provide a discretionary matching contribution. For the 2022 and 2021 Plan years, the discretionary matching contribution was equal to 50% of the participant's contribution up to 4% of annual compensation. Contributions are invested in various investment options, mutual funds and a money market fund, at the direction of the participants. The Company's discretionary matching contributions are in the form of cash and are invested at the direction of the participants. Investment options include a money market fund and mutual funds.

In addition, the Company, at its discretion, may elect to make nonelective contributions to the Plan. Participants must be employed on the last day of the Plan year to be eligible for any nonelective contributions made for that Plan year. Nonelective contributions, if any, will be allocated to eligible participants in the ratio that each eligible participant's eligible compensation bears to the total eligible compensation paid to all eligible participants for the Plan year. Nonelective contributions will be invested at the direction of participants. No nonelective contributions were made in 2022.

Vesting

Participants are always 100% vested in their pretax contributions. Discretionary employer matching contributions and discretionary employer nonelective contributions (and the earnings thereon) are vested in accordance with the following schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
1	25%
2	50%
3	75%
4 or more	100%

Participant Accounts

Individual accounts are maintained for each participant's share of the Plan's investment results, the Company's discretionary matching contributions and discretionary nonelective contributions, and the participant's contribution. Allocations of Plan investment results are based on participant account balances, as defined by the Plan document.

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 1. DESCRIPTION OF THE PLAN, continued

Notes Receivable from Participants

A participant may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loans are secured by the participant's account balance and bear interest at a reasonable rate of interest as determined by the trustee based on prevailing interest rates charged for similar loans in the loan market. Repayments of the loans are made in substantially equal payroll deductions amortized over the life of the loan. The loan must be repaid within five years unless the loan is used to purchase a primary residence, in which case the repayment period may not extend beyond ten years from the date of the loan. The principal amount of the loan, together with all accrued interest, shall immediately become due when the participant is no longer employed by the Company. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Forfeitures

Forfeited account balances are utilized to reduce future Company contributions or pay Plan fees. There were forfeitures of \$24,936 and \$18,573 at December 31, 2022 and 2021, respectively. In 2022, \$23,433 of forfeited non-vested amounts were used to pay Plan fees or reduce Company contributions.

Benefit Payments

A participant becomes eligible for benefits at the normal retirement date (age 60), at early retirement date (age 55), upon termination from the Company, or at the date the participant dies or becomes disabled. In addition, a participant is eligible to receive distributions without termination of employment upon attainment of age 59½ without penalty. A participant may elect to receive the benefits either as a lump-sum distribution, installment payments over a specified period of time, or a direct roll-over distribution. In-service hardship withdrawals are permitted by the Plan.

Administrative Expenses

All expenses of the Plan are paid by the Company, with the exception of investment manager fees and individual loan maintenance fees which are allocated as necessary to each participant's account.

Plan Termination

Although the Company has not expressed any intent to terminate the Plan, the Company has the right to amend, modify or terminate the Plan at any time subject to the provisions of ERISA. In the event of Plan termination, all participant accounts will become 100% vested. These accounts, which are non-forfeitable, will continue to accrue investment earnings until benefits are paid to the participants in accordance with the terms of the Plan.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of 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, liabilities, and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. The shares of mutual funds are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest. The notes receivable from participants were \$782,459 and \$740,243 at December 31, 2022 and 2021, respectively, and had interest rates ranging from 4.25%-7.25%.

Subsequent Events

Subsequent events have been evaluated for potential recognition and/or disclosure through October 4, 2023. This represents the date the financial statements were available to be issued.

NOTE 3. CERTIFICATION OF ASSETS AND INCOME

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditor not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company (Fidelity), the trustee and custodian of the Plan, for the years ended December 31, 2022 and 2021, respectively, as complete and accurate to the best of their knowledge, except for comparing such information certified by the trustee custodian to information included in the Plan's financial statements and supplemental schedule.

- a) Fidelity has certified that the following data included in the accompanying financial statements and supplementary schedule is complete and accurate as of December 31:

	<u>2022</u>	<u>2021</u>
Mutual funds, at fair value	\$ 14,221,677	\$ 15,980,538
Money market fund, at fair value	855,412	673,352
Notes receivable from participants	<u>782,459</u>	<u>740,243</u>
	<u>\$ 15,859,548</u>	<u>\$ 17,394,133</u>

- b) Income (loss) certified by Fidelity for the year ended December 31, 2022:

	<u>Net Depreciation in Fair Value</u>	<u>Dividend and Interest Income</u>
Mutual funds, at fair value	\$ (4,055,420)	\$ 1,193,529
Money market fund, at fair value	-	9,802
Notes receivable from participants	<u>-</u>	<u>35,083</u>
	<u>\$ (4,055,420)</u>	<u>\$ 1,238,414</u>

NOTE 4. FAIR VALUE MEASUREMENTS

Accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value are described as follows:

Basis of Fair Value Measurement

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

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December 31, 2022 and 2021

NOTE 4. FAIR VALUE MEASUREMENTS, continued

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered investment companies. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money market fund: Valued at closing price reported in the active market in which the individual security is traded.

The following table set forth by level, within the fair value hierarchy, the trust investment assets at fair value, as of December 31, 2022 and 2021. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 14,221,677	\$ -	\$ -	\$ 14,221,677
Money market fund	855,412	-	-	855,412
Total assets at fair value	<u>\$ 15,077,089</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,077,089</u>
Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 15,980,538	\$ -	\$ -	\$ 15,980,538
Money market fund	673,352	-	-	673,352
Total assets at fair value	<u>\$ 16,653,890</u>	<u>\$ -</u>	<u>\$ -</u>	<u>16,653,890</u>

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

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NOTE 5. TAX STATUS

The Plan is a non-standardized preapproved profit sharing plan sponsored by Fidelity which obtained an opinion letter dated June 30, 2020, in which the Internal Revenue Service stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan was amended and restated effective February 5, 2021; however, there were minimal and insignificant changes and the Plan Administrator believes the Plan is still in compliance with the applicable IRC requirements. The Plan was again amended and restated effective January 1, 2023. See Note 10.

FASB requires the Plan Administrator to annually evaluate the Plan's tax positions, including accounting and measurement of uncertain tax positions. For the year ending December 31, 2022, the Plan Administrator concluded that no uncertain tax positions had been taken that would require adjustment to or disclosure in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the federal, state, or local tax authorities for years before 2019.

NOTE 6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments consisting of a money market fund and certain shares of mutual funds are managed by Fidelity. Fidelity is the trustee and custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

Direct compensation paid to Fidelity and its affiliates amounted to \$49,010 for the year ended December 31, 2022. During the year ended December 31, 2022, the Plan also paid indirect compensation to Fidelity and/or its affiliates as stated per service agreements.

Notes receivable from participants also qualify as party-in-interest transactions.

NOTE 7. EXCESS CONTRIBUTIONS REFUNDABLE

Excess contributions refundable represents amounts owed to participants who made excess contributions based on compliance testing performed by Fidelity. The excess contributions refundable balance as of December 31, 2022 and 2021 were returned by the Plan to participants before March 15, 2023 and 2022, respectively.

NOTE 8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of total net assets per the financial statements as of December 31, to the Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	\$ 15,714,751	\$ 17,306,475
Excess contributions refundable in current year	<u>144,797</u>	<u>87,658</u>
Net assets available for benefits per Form 5500	<u>\$ 15,859,548</u>	<u>\$ 17,394,133</u>

The following is a reconciliation of participant contributions per the financial statements at December 31, 2022, to Form 5500:

	2022
Participant contributions per the financial statements	\$ 2,331,497
Excess contributions refundable in prior year	(87,658)
Excess contributions refundable in current year	<u>144,797</u>
Participant contributions per Form 5500	<u>\$ 2,388,636</u>

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NOTE 8. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500, continued

The following is a reconciliation of benefits paid to participants per the financial statements at December 31, 2022, to Form 5500:

	<u>2022</u>
Benefits paid to participants per the financial statements	\$ 1,955,168
Certain deemed distributions of participant loans per Form 5500	(3,159)
Corrective Distributions	<u>(69,307)</u>
Total benefit payments per Form 5500	<u>\$ 1,882,702</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements at December 31, 2022, to Form 5500:

	<u>2022</u>
Net decrease in net assets available for benefits per the financial statements	\$ (1,591,724)
Excess contributions refundable in prior year	(87,658)
Excess contributions refundable in current year	<u>144,797</u>
Net income per Form 5500	<u>\$ (1,534,585)</u>

NOTE 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10. SUBSEQUENT EVENTS

Effective January 1, 2023, the Plan has been amended and restated to change the contribution period for matching employer contributions from each payroll period to each Plan year. This amendment has no impact on the 2022 financial statements.

SUPPLEMENTARY SCHEDULE

CITI TRENDS, INC. 401(k) PROFIT SHARING PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2022
EIN: 52-2150697 PLAN: 001

(a)	(b) Identity of issue	(c) Description of investment	(d) Cost	(e) Current value
*	Fidelity	500 Index Fund	N/A	\$ 892,272
*	Fidelity	Capital & Income Fund	N/A	313,521
	Columbia	Dividend Income Fund A	N/A	124,314
*	Fidelity	Fidelity Fund	N/A	254,687
	John Hancock	Disciplined Val Mid Cap A	N/A	128,435
	Janus	Enterprise T	N/A	299,983
*	Fidelity	Extended Market Index	N/A	90,137
*	Fidelity	Fidelity Growth Discovery Fund	N/A	750,190
*	Fidelity	Freedom 2005 Fund	N/A	24,765
*	Fidelity	Freedom 2010 Fund	N/A	63,389
*	Fidelity	Freedom 2015 Fund	N/A	257,696
*	Fidelity	Freedom 2020 Fund	N/A	1,420,404
*	Fidelity	Freedom 2025 Fund	N/A	1,687,785
*	Fidelity	Freedom 2030 Fund	N/A	1,432,873
*	Fidelity	Freedom 2035 Fund	N/A	1,672,791
*	Fidelity	Freedom 2040 Fund	N/A	1,089,598
*	Fidelity	Freedom 2045 Fund	N/A	1,097,758
*	Fidelity	Freedom 2050 Fund	N/A	809,155
*	Fidelity	Freedom 2055 Fund	N/A	623,837
*	Fidelity	Freedom 2060 Fund	N/A	251,745
*	Fidelity	Freedom 2065 Fund	N/A	48,695
*	Fidelity	Freedom Income Fund	N/A	157,768
	Artisan	International Fund	N/A	115,182
	American Century	Real Estate Investment Fund	N/A	57,616
	Victory	S Established Value Fund A	N/A	179,476
	Glemmede	Small Cap Equity Adv	N/A	113,115
	PIMCO	Total Return Admin Fund	N/A	161,887
	Janus	Triton T	N/A	102,603
		Total mutual funds		<u>\$ 14,221,677</u>
*	Fidelity	Government Money Market Fund	N/A	<u>\$ 855,412</u>
*	Plan Participants	Notes receivable from participants (4.25%-7.50%)	N/A	<u>\$ 782,459</u>

* - Represents a party-in-interest.
See independent auditor's report.