



Citi Trends, Inc.






CTRN NASDAQ

Retail - Apparel / Accessories

Market Capitalization USD:

\$176.19 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: R. Edward Anderson

Age: 62

CEO Since: 2012

	2009	2010	2011
Base Salary	\$500,000	\$532,308	\$546,077
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$601,000	\$0	\$0
Benefits and Perquisites	\$232,322	\$14,671	\$1,960
TOTAL ANNUAL COMPENSATION	\$1,333,322	\$546,979	\$548,037
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$125,000	\$642,000	\$656,400
TOTAL COMPENSATION	\$1,458,322	\$1,188,979	\$1,204,437
Median of Other Named Executive Officers Total Compensation	\$685,762	\$481,653	\$638,595
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$260,801	\$277,396	\$220,129
TOTAL REALIZED EQUITY COMPENSATION	\$260,801	\$277,396	\$220,129

Proxy Date: 20 Apr 2012

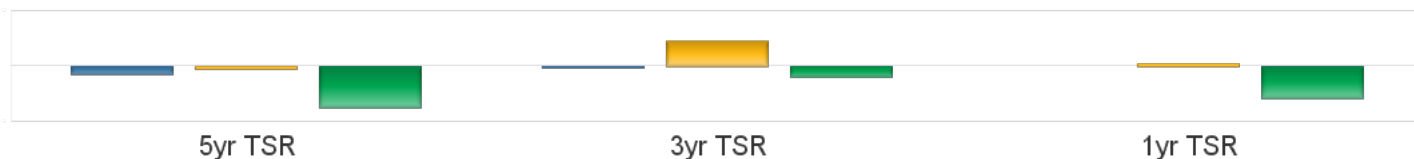
Annual Meeting Date: 23 May 2012

Equity Reserves: 17.29%

Stock Option Run Rate: 0.00%

Performance Comparison

■ S&P500 ■ Industry ■ CTRN



Peer Comparisons (TRBC) =Retail - Apparel / Accessories

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CTRN	Citi Trends, Inc.	\$1,458,322	\$1,188,979	\$1,204,437	\$176,191,471
NILE	Blue Nile, Inc.	\$2,058,129	\$1,735,619	\$1,958,540	\$515,549,215
LIZ	Liz Claiborne, Inc.	\$3,487,322	\$6,716,861	\$5,449,088	\$472,991,350
SSI	Stage Stores, Inc.	\$2,095,820	\$2,876,703		\$431,512,288
WTSLA	Wet Seal, Inc. (The)	\$786,262	\$1,536,167	\$941,318	\$405,367,786
HOTT	Hot Topic, Inc.	\$2,960,195	\$1,367,975		\$342,686,937
SCVL	Shoe Carnival, Inc.	\$1,184,586	\$1,928,401		\$313,237,985

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

bebe stores, inc., Hot Topic, Inc., Body Central Corp., Jos. A. Bank Clothiers, Inc., The Buckle Inc., New York & Company, Inc., Casual Male Retail Group, Inc., Pacific Sunwear of California, Inc., The Cato Corporation, rue 21, inc., Christopher & Banks Corporation, Stage Stores, Inc., Destination Maternity Corporation, The Wet Seal, Inc., The Finish Line, Inc., Zumiez Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John S. Lupo	Chairman	65	Male	9	Outside
Brian P. Carnev	Member	51	Male	5	Outside
Lawrence E. Hvatt	Member	57	Male	6	Outside
Patricia M. Luzier	Member	62	Female	7	Outside