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## **CITIZENS HOLDING COMPANY**

### **REVOCABLE PROXY**

#### **THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned does hereby nominate, constitute and appoint HERBERT A. KING and GREG L. MCKEE, or either of them (each with full power to act alone and with full power of substitution and resubstitution), as their true and lawful attorney, to vote this Proxy. The undersigned also hereby authorizes said individuals to represent the undersigned, and to vote upon all matters that may properly come before the 2022 Annual Meeting of Shareholders of Citizens Holding Company (the "Company") to be held on Tuesday, April 26, 2022, or any adjournment(s) or postponement(s) thereof, including the matters described in the proxy statement furnished herewith, subject to any directions indicated on the reverse side and subject to the rules and regulations of the Securities and Exchange Commission governing the exercise of discretionary authority by a proxy holder, with full power to vote all shares of Common Stock of the Company held of record by the undersigned on March 11, 2022. Absent specific instructions from the undersigned, this Proxy authorizes the proxy holders named herein to vote in favor of the nominees for election of director listed on the reverse side as such proxy holders shall determine, in their sole and absolute discretion. I acknowledge receipt of the Company's notice and accompanying Proxy Statement.

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no specific directions are given, your shares will be voted by the individuals designated on this Proxy "FOR" Proposal Nos. 2 and 3, and "FOR" the nominees for Class II directors on Proposal 1. The individuals designated on this Proxy will vote in their discretion on any other matter that may properly come before the meeting, subject to the rules and regulations promulgated by the Securities and Exchange Commission governing the exercise of discretionary authority by a proxy holder.**

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" PROPOSAL NOS. 2 AND 3 AND "FOR" EACH OF THE NOMINEES FOR CLASS II DIRECTORS ON PROPOSAL 1.**

**(Continued and to be signed on the reverse side)**

# ANNUAL MEETING OF SHAREHOLDERS OF CITIZENS HOLDING COMPANY

April 26, 2022

## PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**  
The Notice of Meeting, proxy statement and proxy card are available at <https://www.thecitizensbankphila.com/investor-relations/>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

**PROPOSAL NO. 1:** To elect the three Class II directors named herein, each to serve a three-year term.

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)
- NOMINEES:**
- David A. King
  - Greg L. McKee
  - Terrell E. Winstead

- PROPOSAL NO. 2:** To approve, on an advisory (non-binding) basis, our executive officer compensation. FOR  AGAINST  ABSTAIN
- PROPOSAL NO. 3:** To ratify the approval by our Board of Directors of our independent registered public accounting firm for the 2022 fiscal year. FOR  AGAINST  ABSTAIN

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s) for Class II director, mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.