

**CITIZENS HOLDING COMPANY**  
**AMENDED AND RESTATED NOMINATING COMMITTEE CHARTER**

The Board of Directors (the “Board”) of Citizens Holding Company (the “Company”), has established a Nominating Committee of the Board (the “Committee”). The existing Charter of the Committee is amended and restated as set forth herein effective as of September 25, 2012.

**I. PURPOSE**

The purpose of the Committee is to provide assistance to the Board in identifying and recommending individuals qualified to serve as directors of the Company, to review the composition of the Board, to develop and recommend corporate governance policies for the Company, and to evaluate periodically the performance of the Board. The Committee will report on its activities periodically to the Board.

**II. MEMBERSHIP**

The Committee will be comprised of not less than three Board members, including a Committee Chairperson, appointed by the Board. Each member of the Committee will be “independent” under the standards set forth in the Securities Exchange Act of 1934, as well as the listing standards set forth by the NASDAQ Capital Market (“Nasdaq”). The Board will appoint annually the members of the Committee.

**III. MEETINGS AND PROCEDURES**

The Committee will meet as often as it determines, but not less frequently than annually. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor, or any other person whose presence the Committee believes to be necessary or appropriate, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Chairperson of the Committee, the Chairman of the Board or the President of the Company may call a Committee meeting whenever deemed necessary. The Chairperson of the Committee will develop, in consultation with management when appropriate, the Committee agenda.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular counsel or other advisors to the Company. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

**IV. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee are as follows:

1. The Committee will identify, and approve the nomination of, qualified individuals to serve as members of the Board, and the Committee will recommend that the Board select the Committee’s director nominees to be presented for approval at the annual meeting of stockholders.
2. The Committee will review the qualifications and performance of incumbent directors to determine whether to recommend them as nominees for reelection.
3. The Committee will search for qualified nominees for new or vacant positions on the Board. The Committee will have the sole authority to retain and terminate any search firm to be used to

identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Company will provide funding, as determined by the Committee, for payment of such approved fees.

4. The Committee will review and consider director candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's certificate of incorporation, bylaws and applicable law.

5. The Committee will review and recommend to the Board, directors to serve as members of the various committees of the Board.

6. The Committee will review considerations relating to the composition of the Board, including the size of the Board, term and age limits, and the criteria for membership on the Board.

7. The Committee will develop and recommend to the Board corporate governance policies for the Company, including those relating to the structure and operations of the Board. The Committee will review the Company's corporate governance policies on an annual basis, or more frequently if appropriate, and recommend to the Board such changes as the Committee deems necessary or appropriate.

8. The Committee will review potential director conflicts of interest and director and officer insurance and indemnification.

9. The Committee will evaluate the performance of the Board, assess its contribution to the Company, and evaluate the effectiveness of the current policies and practices of the Board on an annual basis, or more frequently, if appropriate.

10. The Committee will review the orientation process and the continuing education program for all directors, as may be required from time to time by applicable Nasdaq listing standards or other regulatory requirements.

11. The Committee will evaluate the performance of the Committee on an annual basis or more frequently, if appropriate, including a review of the Committee's compliance with this Charter, and review and reassess this Charter and submit any recommended changes to the Board for its consideration.

12. The Committee will make such recommendations to the Board as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such other services as may be referred to it from time to time by the Board.

13. The Committee will have the authority to consult with Company counsel. The Committee also will have the authority to engage any outside advisor of its selection, at the Company's expense, should the Committee deem it necessary or appropriate to do so.

14. The Committee will, if necessary, constitute the Company's "Qualified Legal Compliance Committee" as that term is defined in 17 CFR § 205.2(k) and will have the authority and responsibility to take such action as may be necessary or appropriate in order to establish and maintain the Company's Qualified Legal Compliance Committee, should the Committee deem it necessary or appropriate to do so.

Updated as of September 25, 2012.