THE CATO CORPORATION

CODE OF BUSINESS CONDUCT AND ETHICS

Effective June 15, 2026

INTRODUCTION

We will adhere rigorously to the highest ethical standards of business conduct. This policy applies to all of the directors, officers and associates of The Cato Corporation (the "Company").

This Code of Business Conduct and Ethics (the "Code") has been designed to assist you in understanding basic principles and standards that govern the conduct of the Company's business. High standards of integrity are essential to the continued success of the Company's business. It is the Company's policy that all directors, officers and associates, and all others who act on the Company's behalf, observe the spirit and letter of all laws governing its operations, and conduct its affairs in keeping with the highest legal and ethical standards.

The Company is committed to creating a free and open environment in which compliance with this Code is considered the responsibility of everyone. Willingness to raise ethical concerns is essential. No one will suffer any adverse effects to his or her job or career as a result of raising an ethical concern or questioning a Company practice. It is a violation of the Code to discriminate or retaliate against you for reporting a suspected violation. If the report involves a possible violation of this Code or the law, the supervisor must follow the Company's normal reporting procedures.
The Company will investigate the possible violation and will respect the rights of all parties concerned.

The policies set forth in the Code may not cover every situation. If you are in doubt as to the proper course of action, you should consult your supervisor or other Company resources such as the Senior Vice President, Treasury, Tax & Credit or Chief Financial Officer.

The Code has been adopted by the Board of Directors of the Company (the "Board of Directors") and may be modified at any time. Waivers of the provisions of this Code may be granted or withheld from time to time by the Company in its sole discretion. Any waiver of this Code for officers or directors may only be made by the Board of Directors or a committee of the Board of Directors and will be disclosed as required by New York Stock Exchange listing requirements and applicable laws, rules, and regulations.

Failure to comply with the Code can have severe consequences for both you and the Company. The Company will impose appropriate discipline, up to and including termination, for violations of the Code. Furthermore, conduct that violates the Code may also violate Federal or state laws and can subject both you and the Company to civil and criminal penalties.

STANDARDS OF CONDUCT

Conflict of Interest

You will avoid situations where the private interests of you or members of your family conflict with, or even appear to conflict with, the interests of the Company. You will not have any business or financial relationship with customers, suppliers or competitors that could influence or appear to influence you in carrying out your responsibilities. You will not acquire any interests or participate

in any activities that would deprive the Company of the time or attention required to perform your duties properly, or create an obligation or distraction that would affect your judgment or ability to act solely in the Company's best interest. Also, you may not work for a competitor, customer or supplier as an employee, consultant or member of its Board of Directors without prior approval of the Company. If your situation or relationship with another organization conflicts with your job performance or the Company's interests, you must disclose this conflict of interest to your supervisor.

Entertainment, Gifts and Payments

You will not use your employment status to obtain personal gain from those doing or seeking to do business with the Company. You may not own an interest in a company (except a company whose stock is publicly traded) that competes with or from which the Company or any of its divisions purchases goods or services. You cannot accept a loan or advance from or make a loan or advance to any company that is a supplier of goods or services to the Company or any of its divisions. To prevent actual or apparent conflicts of interest, neither you nor your family members should accept any gifts, entertainment or other favors in amounts that may influence such persons improperly from any person or firm (or any employee of any such firm) with whom you conduct business on behalf of the Company.

Corporate Opportunities

When you become aware of a business opportunity in any area of the Company's business, or if a business opportunity is discovered through the use of corporate property, information or position, you have an obligation to offer the business opportunity to theCompany, and receive notification of the lack of interest of the Company before taking it for yourself. You may not use corporate property, information or position for improper personal gain, or compete with the Company directly or indirectly. Simply stated, you owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidential and Proprietary Information

In the course of your employment with the Company, many associates will necessarily receive or have access to proprietary, secret or confidential information that, if disclosed to others or used maliciously, could materially harm the Company by giving actual or potential competitors a competitive advantage or place the Company at a competitive disadvantage with its competitors, landlords, and suppliers, or compromise the privacy of our customers or associates.

During and subsequent to your employment, all associates are required to keep in strictest confidence all information that the Company regards as proprietary, secret or confidential, or which an associate in good faith and good conscience reasonably knows should be treated as confidential. Each associate is prohibited from directly or indirectly publishing, communicating, divulging or describing to any person or entity any proprietary, secret or confidential information concerning the Company, its associates or its customers except as required in the proper performance of his or her duties as an associate of the Company.

If you receive confidential information from a company with whom the Company does business, such information should be received under the terms of a written agreement that specifies the Company's obligations for the use and protection of the information. These agreements should reviewed by the Senior Vice President, Treasury, Tax & Credit, Chief Financial Officer or Chief Executive Officer. You must protect the confidentiality of any such information and limit your use of it to what is authorized by the agreement.

Fair Dealing and Improper Payments

Each associate, officer and director should endeavor to deal fairly with the company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

When dealing with customers and vendors, Associates must remember they represent the Company and their actions reflect not only upon each of them individually, but upon the Company as a whole.

You will not directly or indirectly offer, solicit, provide or accept any kind of payments or contributions for the purpose of (i) influencing customers, suppliers or governmental entities, including their officials or employees, (ii) obtaining, giving or keeping business, (iii) persuading any officials or employees for another company to fail to perform or improperly perform their duties or
(iv) influencing legislation or regulations. Kickbacks, bribes and other illegal payments are prohibited by the Foreign Corrupt Practices Act and other Federal and state laws.

Company Records

The Company's books and records will reflect, in an accurate, fair and timely manner, the financial transactions of the Company. All financial transactions will be properly recorded and disclosed.
You may not use the Company's books and records to mislead those who receive them, or to conceal anything that is improper (e.g., secret funds). Those responsible for the accounting and record-keeping functions must be vigilant in ensuring that the Company's funds or assets are not used for any unlawful or improper purpose.

Accurate and reliable records are necessary for the Company to meet its legal and financial obligations and to manage its business affairs. Integrity in the reporting and preparation of such records is necessary at all times to safeguard our reputation and our financial and legal standing with the public and the communities we serve. The Company's accounts and records are prepared and maintained in accordance with regulatory bodies and by various other accounting standards.
These regulations and standards must be followed at all times. Additionally, these rules and standards specify the time period for which various types of records are to be retained.
Unauthorized destruction of records is a violation of the law.

Each associate is responsible for safeguarding and properly accounting for Company funds and for any records or reports which help determine the Company's revenue or expenditures. Service orders, payroll records, invoices, vouchers, and many other types of records represent Company funds, just as do coins, currency, or checks. Removing, destroying, falsifying or failing to prepare such records is as serious an offense as misappropriation of Company funds or property. Each associate, whose duties involve approval of vouchers, drafts and bills, is responsible for the scrutiny and verification of the expenses to assure that they are factually reported and that the Company has received adequate value. Associate expense accounts must reflect only authorized and reasonable expense incurred on behalf of the Company as established in appropriate expense account reporting procedures and Company policies.

Protection and Proper Use of Company Assets

Protection of the company's assets is vitally important. No associate may loan, give, sell, destroy, waste or otherwise dispose of the Company's property without specific authorization. Associates may not use the company's assets for personal purposes without specific authorization.

Compliance with Laws

You will comply with all lawful requirements, both domestic and foreign, applicable to the Company's business. You must become familiar with and comply with the laws and regulations which govern your area of responsibility. Whenever you are in doubt about the application or interpretation of any legal requirement, you should refer the matter to your supervisor who, if necessary, should seek the advice of the Senior Vice

President, Treasury, Tax & Credit , Chief Executive Officer or Chief Financial Officer. You may not take any action which the Senior Vice President, Treasury, Tax & Credit , Chief Executive Officer or Chief Financial Officer has advised would constitute a violation of law.

Associates are not allowed to trade in securities or any other kind of property based on knowledge that comes from their jobs, if that information has not been reported publicly. It is against the laws of many countries, including the United States, to trade or "tip" others who might make an investment decision based on inside information. For example, using non-public information to buy or sell the Company's stock, options in the Company's stock or the stock of a supplier is prohibited.

The Company is committed to comply with the antitrust and competition laws of those jurisdictions where it operates. Associates are forbidden to engage in practices that are generally acknowledged to violate antitrust and competition laws or otherwise might unreasonably restrict competition.

Reporting Suspected Non-Compliance

Notification of Violation – Information about known or suspected violations by any associate or agent of the Company must be reported promptly. Such information should be reported at Generalcounsel@catocorp.com, or alternatively you may make a confidential and anonymous report to the Whistle Blower Hotline via one of the following confidential means of communication:

Call: 1-877-270-1101

Write: Whistle Blower Hotline
P.O. Box 34216
Charlotte, NC 28234

Reported matters concerning accounting, internal controls or auditing will, to the extent requested by the reporting person, be communicated to the Audit Committee on an anonymous basis.

Investigation – Reports of violations will be investigated under the Audit Committee's supervision. Associates are expected to cooperate in the investigation of reported violations.

Discipline – Any associate who is determined to have violated any of these policies may be subject to appropriate discipline, up to and including termination.

Protection Against Retaliation – Retaliation in any form against an individual who reports a violation of this Code of Conduct or of law, even if the report is mistaken but made in good faith, or who assists in the investigation of a reported violation, is itself a serious violation of this policy. Acts of on should be reported immediately and associates who commit such acts will be disciplined appropriately.

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