THE CATO CORPORATION

WHISTLEBLOWER POLICY
REPORTING AND INVESTIGATING ALLEGATIONS OF SUSPECTED IMPROPER ACTIVITIES
Amended June 15, 2026

Introduction

The Company's internal controls, operating procedures and policies are intended to detect and to prevent or deter improper activities. Improper activities include any activity by an associate that is undertaken in the performance of the associate's official duties, whether or not that action is within the scope of his or her employment, and that (1) is in violation of any state or federal law or regulation, including, but not limited to, corruption, malfeasance, bribery, theft of property, fraudulent claims, fraud, coercion, conversion, malicious prosecution, misuse of property, or willful omission to perform a duty, (2) is unethical business conduct, unfair competition, conflict of interest, fraud or improper practice, procedure or conduct relating to accounting, internal accounting controls or auditing matters, misuse of confidential or proprietary information or violation of the Company's Code of Business Conduct and Ethics or (3) is economically wasteful, or involves gross misconduct, incompetence, or inefficiency.

Even the best systems of control cannot provide absolute safeguards against irregularities. Intentional and unintentional violations of laws, regulations, policies and procedures may occur and may constitute improper activities. This policy governs reporting and investigation of whistleblower complaints alleging suspected improper activities.

Whistleblowers

A person or entity submitting a claim of improper activities by the Company or any associate is commonly referred to as a whistleblower. Whistleblowers may be associates, applicants for employment, vendors, contractors or the general public. A whistleblower is a reporting party. A whistleblower is not an investigator or finder of fact. A whistleblower does not determine the appropriate corrective or remedial action that may be warranted.

The purpose of this policy is to establish procedures whereby a person may report improper activities, particularly those related to accounting, internal controls, and auditing matters.

Reporting Improper Activities

In most cases, an associate who wants to report an improper activity should contact his or her supervisor. However, if you are not comfortable speaking with your supervisor or are not satisfied with your supervisor's response, you are encouraged to contact the Company's Senior Vice President, Treasury, Tax & Credit. Supervisors and managers are required to report suspected improper activities to the Company's Senior Vice President, Treasury, Tax & Credit. The Company also maintains resources through which a person may confidentially and anonymously report an improper activity 24 hours, 7 days a week, by using one of the hotline telephone numbers (704/940-7800 or 877/270-1101), or by sending an email to generalcounsel@catocorp.com.

No Retaliation

No associate who, in good faith, reports an improper activity shall suffer harassment, retaliation or other adverse employment consequences. An employee that retaliates against someone who has made a good faith report of suspected improper activity is subject to discipline up to and including termination of

employment.

All associates must cooperate with any investigation into a whistleblower complaint. However, an associate is not prohibited from filing a charge or complaint with any federal, state or local government agency or commission (a "Governmental Agency") and an associate is not limited in his or her ability to communicate with any Governmental Agency or otherwise participate in any investigation or proceeding that may be conducted by any Governmental Agency.

Types of Whistleblower Complaints

There are several different types of whistleblower complaints:

Fraud and Accounting Complaints: Complaints alleging fraud or improper practices or procedures related to accounting, internal accounting controls, or auditing matters. Improper activities related to accounting controls and procedures may include, but are not limited to:

Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
Fraud or deliberate error in the recording and maintaining of financial records of the Company;
Deficiencies in or noncompliance with the Company's internal accounting controls;
Misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
Deviation from full and fair reporting of the Company's financial condition.

Complaints Against Senior Management: Complaints alleging misconduct (other than Fraud and Accounting Complaints) by the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, the Company's Senior Vice President, Treasury, Tax & Credit, or the Company's Internal Auditor ("Senior Management").

General Corporate Complaints: Complaints alleging unethical business conduct, unfair competition, conflicts of interest, misuse of confidential or proprietary information, violations of federal or state laws or the Company's Code of Business Conduct and Ethics (other than Fraud and Accounting Complaints), or other similar allegations.

HR Complaints: Complaints alleging discrimination, retaliation, harassment, or other violations of federal or state employment-related laws including, without limitation, minimum wage laws, the Family Medical Leave Act, and the Americans with Disabilities Act.

Treatment of Complaints

Fraud and Accounting Complaints: For all Fraud and Accounting Complaints, the Compliance Officer(s) (as defined below) will report the complaint to the Audit Committee and the Executive Officers (as defined below); provided that the Compliance Officers will not report the matter to any Executive Officer who is the subject of such complaint unless directed to do so by the Audit Committee. The Audit Committee will determine what action should be taken with respect to the complaint. The Audit Committee shall have the option of hiring independent counsel and/or an accounting firm other than the Company's audit firm. All Company associates must cooperate with the Audit Committee and their representatives. Upon completion of any investigation, the Audit Committee will report its findings to the Board of Directors.

For purposes of this policy and the handling of any particular complaint or allegation hereunder:

The "Compliance Officer" shall be the first (or any one or more of the following) officer(s) who is not implicated in the complaint or allegation, or any such other person as the Audit Committee may designate: the Senior Vice President, Treasury, Tax & Credit, and/or the Company's Internal Auditor; and

The "Executive Officers" refers to the Chief Executive Officer and the Chief Financial Officer.

Complaints Against Senior Management: In the case of any Complaints Against Senior Management, the Compliance Officer(s) will report the complaint to the Audit Committee and the Executive Officers. The Audit Committee will determine what action should be taken with respect to the complaint. The Audit Committee shall have the option of hiring independent counsel and/or an accounting firm other than the Company's audit firm. All Company associates must cooperate with the Audit Committee and their representatives. Upon completion of any investigation, the Audit Committee will report its findings to the Board of Directors.

General Corporate Complaints: In the case of General Corporate Complaints that are submitted via the company's Whistleblower hotline or via email to generalcounsel@catocorp.com, the Compliance Officer(s) will list such complaints in the report given to the Audit Committee at regularly scheduled meetings. The Senior Vice President, Treasury, Tax & Credit will, unless the Audit Committee determines otherwise, investigate the complaint and report their findings to the Audit Committee.

HR Complaints: In the case of HR Complaints that are submitted via the company's Whistleblower hotline or via email to generalcounsel@catocorp.com, the Compliance Officer(s) will list such complaint in the report given to the Audit Committee at regularly scheduled meetings. The HR department, with assistance from the Senior Vice President, Treasury, Tax & Credit or outside counsel as necessary will investigate all HR Complaints.

Records of Internal Investigations

The Senior Vice President, Treasury, Tax & Credit and the Company's Internal Auditor will maintain a log of all complaints, tracking their receipt, investigation and resolution, and shall prepare a periodic summary thereof for the Board of Directors, and the Audit Committee, as appropriate. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.