CITIZENS BANCSHARES CORPORATION

75 Piedmont Avenue, N.E.
Atlanta, Georgia 30303
(404) 659-5959

April 15, 2010

To the Shareholders of CITIZENS BANCSHARES CORPORATION:

You are cordially invited to attend the Annual Shareholders' Meeting of Citizens Bancshares Corporation (the "Company") to be held on Wednesday, May 26, 2010. Official Notice of the meeting, the Proxy Statement of management of the Company and the Company's 2009 Annual Report accompany this letter.

The principal purpose of the meeting is to elect directors of the Company for the coming year and ratify the appointment of our independent registered public accounting firm, as well as approving a non-binding resolution regarding executive compensation. We will also review the operations and recent developments of the Company and the Bank for the past year.

Whether or not you plan to attend the meeting, please mark, date and sign the enclosed form of proxy and return it to the Company in the envelope provided as soon as possible so that your shares can be voted at the Annual Meeting.

Very truly yours,

James E. Young

James E. Young
President and Chief Executive Officer

CITIZENS BANCSHARES CORPORATION

75 Piedmont Avenue, N.E.
Atlanta, Georgia 30303
(404) 659-5959

NOTICE OF THE ANNUAL MEETING TO BE HELD MAY 26, 2010

To the Shareholders of CITIZENS BANCSHARES CORPORATION:

Notice is hereby given that the Annual Shareholders' Meeting of Citizens Bancshares Corporation will be held on Wednesday, May 26, 2010, at 10:30 a.m., at the Loudermilk Conference Center, 40 Courtland Street, N.E., Atlanta, Georgia, for the following purpose:

(1) To elect four (4) Class II directors to serve a three-year term expiring at the 2013 annual meeting.

(2) To ratify the appointment of Elliott Davis, LLC, as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2010.

(3) To approve a non-binding resolution regarding executive compensation.

(4) To transact such other business as may properly come before the meeting or any adjournments thereof.

The Board of Directors has fixed the close of business on April 15, 2010 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting.

All shareholders are requested to mark, date, sign and return the enclosed form of proxy as soon as possible. If you attend the meeting and wish to vote your shares in person, you may do so at any time before the proxy is exercised.

By Order of the Board of Directors,

James E. Young

James E. Young
President and Chief Executive Officer

April 15, 2010

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2010 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 26, 2010

THE PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS, PROXY CARD AND 2009 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT WWW.CTBCONNECT.COM UNDER "INVESTOR INFORMATION"

PROXY STATEMENT
OF
CITIZENS BANCSHARES CORPORATION
for the Annual Meeting to be Held
May 26, 2010

INTRODUCTION

Time and Place of Meeting

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Shareholders' Meeting and at any adjournments thereof. The Shareholders' Meeting will be held on Wednesday, May 26, 2010, at 10:30 a.m., at the Loudermilk Conference Center, 40 Courtland Street, N.E., Atlanta, Georgia.

Purpose of Meeting

The purpose of the Annual Shareholders' Meeting of the Company is to elect four (4) Class II directors who will serve a three year term expiring at the 2013 annual meeting and to ratify the appointment of Elliott Davis, LLC, as the independent registered public accounting firm for the Company for the fiscal year ended December 31, 2010. In addition, as required in connection with our participation in the United State Treasury's Capital Participation Program, the shareholders will be asked to approve a non-binding resolution regarding executive compensation.

Record Date and Voting Rights

Each shareholder of record of the common stock ("Common Stock") of the Company at the close of business on April 15, 2010 (the "Record Date") is entitled to notice of and to vote at the Shareholders' Meeting. As of the close of business on the Record Date, the Company had (i) 20,000,000 shares of Common Stock, $1.00 par value, authorized, of which 2,012,534 shares of Common Stock were issued and outstanding and held of record by 1,411 shareholders, and (ii) 5,000,000 shares of non-voting common stock, $1.00 par value, of which 90,000 were issued and held by one shareholder. Each share of Common Stock is entitled to one vote on matters to be presented at the meeting.

The Company also has 10,000,000 shares of preferred stock, no par value, authorized, of which 7,462 shares of Fixed Rate Cumulative Perpetual Preferred Stock Series A (the "Series A Preferred Stock") are issued and outstanding. The Series A Preferred Stock is not entitled to vote on the matters to be considered at this meeting. These shares of Series A Preferred Stock were issued in connection with the Company's participation in the United States Treasury's Capital Participation Program.

Requirements for Shareholder Approval

A quorum will be present at the meeting if a majority of the outstanding shares of common stock is represented in person or by valid proxy. Abstentions and broker non-votes, which are described below, will be counted in determining whether a quorum exists. Only those votes actually cast for the election of a Director, however, will be counted for purposes of determining whether a particular Director nominee receives sufficient votes to be elected. To be elected, a Director nominee must receive more votes than any other nominee for the same seat on the Board of Directors. As a result, if you withhold your vote as to one or more nominees, it will have no effect on the outcome of the election unless you cast that vote for a competing nominee. At the present time, we do not know of any competing nominees.

Ratification of the appointment of Elliott Davis, LLC, as our independent registered public accounting firm, the non-binding resolutions regarding executive compensation, and any other matter that may properly come before the annual meeting requires the affirmative vote of a majority of shares of common stock present in person or by proxy and entitled to vote on the matter, provided a quorum is present. Abstentions and broker non-votes will be counted in determining the minimum number of votes required for approval and will, therefore, have the effect of negative votes.

Abstentions. A shareholder who is present in person or by proxy at the annual meeting and who abstains from voting on any or all proposals will be included in the number of shareholders present at the annual meeting for the purpose of determining the presence of a quorum. Abstentions do not count as votes in favor of or against a given matter.

Broker Non-Votes. Brokers who hold shares for the accounts of their clients may vote these shares either as directed by their clients or in their own discretion if permitted by the exchange or other organization of which they are members. As of January 1, 2010, all NYSE and NASDAQ member brokers are prohibited from exercising discretionary voting in all director elections unless the broker has instructions from the beneficial shareholder on how to vote. Proxies that contain a broker vote on one or more proposals but no vote on others are referred to as "broker non-votes" with respect to the proposal(s) not voted upon. Broker non-votes are included in determining the presence of a quorum. A broker non-vote, however, does not count as a vote in favor of or against a particular proposal for which the broker has no discretionary voting authority.

Procedures for Voting by Proxy

If you properly sign, return and do not revoke your proxy, the persons appointed as proxies will vote your shares according to the instructions you have specified on the proxy. If you sign and return your proxy but do not specify how the persons appointed as proxies are to vote your shares, your proxy will be voted FOR the election of the director nominees, FOR the ratification of the appointment of Elliott Davis, LLC, and FOR the approval of the non-binding resolution regarding executive compensation and in the best judgment of the persons appointed as proxies as to all other matters properly brought before the meeting. If any nominee for election to the board of directors named in this proxy statement becomes unavailable for election for any reason, the proxy will be voted for a substitute nominee selected by the board of directors.

Revocation of Proxies. A shareholder who has given a proxy may revoke it at any time prior to its exercise at the annual meeting by:

- Giving written notice of revocation to the Company;
- Properly submitting to the Company a duly executed proxy bearing a later date; or
- Attending the annual meeting and voting in person.

All written notices of revocation and other communications concerning proxies should be sent to: Citizens Bancshares Corporation, 75 Piedmont Avenue, Atlanta, Georgia 30303; Attention: Cynthia N. Day.

Solicitation of Proxies

Solicitation of proxies may be made in person or by mail, telephone or facsimile by directors, officers and regular employees of the Company or Citizens Trust Bank (the "Bank") who will not be specially compensated for such solicitations. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward solicitation materials to beneficial owners and to secure their voting instructions, if necessary, and will be reimbursed for their expenses incurred in sending proxy materials to beneficial owners. The Company will bear the cost associated with solicitation of proxies and other expenses associated with the Shareholders' Meeting.

PROPOSAL 1—ELECTION OF DIRECTORS

Nominees

The Board proposes to elect four (4) Class II directors who will serve a three-year term expiring at the 2013 annual meeting. If any of these nominees should become unavailable to serve as a director (which is not now anticipated), then the persons named as proxies reserve full discretion to vote for any other person or persons as may be nominated by the Board of Directors. To be elected, a director nominee must receive more votes than any other nominee for a particular seat on the board of directors.

Set forth below is information about each of our director nominees and continuing directors. All of the directors also serve as directors of our subsidiary, Citizens Trust Bank.

DIRECTOR NOMINEES

Class II Directors
(Term Expires 2013)

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION OF THE CLASS II DIRECTOR NOMINEES SET FORTH BELOW.

Robert L. Brown, Jr., 58, joined the Board of Directors of the Company in 2000. In 1984, he established R. L. Brown & Associates, Inc. to provide architectural and construction management on projects for corporate clients and private/government groups. His company has designed many projects throughout Metro-Atlanta and Alabama including the Birmingham Civil Rights Institute, Morehouse College Leadership Center, 1996 Olympic Tennis Venue, Clark Atlanta University Student Center, and academic buildings for Georgia Perimeter and Spelman Colleges. Active in business and community affairs, Mr. Brown serves as Chairman of The Partnership for Excellence in Education and a Board Member of Agnes Scott College and The Georgia Historical Society. His corporate board involvement includes Georgia Power, Metro Atlanta Chamber, and The Georgia Chamber of Commerce. He is a member of the Atlanta Business League, Decatur Rotary, Leadership DeKalb, Leadership Georgia, and 100 Black Men of DeKalb. We believe Mr. Brown's extensive experience in the construction industry, as well as his community involvement, qualifies him to serve as a director.

C. David Moody, Jr., 53, is founder and president of C. D. Moody Construction Company, Inc., and former member of the Board of Directors of First Southern Bancshares and its subsidiary, First Southern Bank. He has served on the Company's board since the merger with First Southern in 1998. In 2009, Georgia Governor Sonny Perdue appointed Mr. Moody as General Contractor Representative for the Georgia State Licensing Board for Residential and General Contractors. He is a member of numerous professional, civic, and social organizations, including the Atlanta Business League, the Atlanta Chamber of Commerce, and the Omega Psi Phi Fraternity. He is the president of the National Association of Minority Contractors (Atlanta Chapter) and serves on the board of directors for Children's Healthcare of Atlanta, Morehouse College Business School, Atlanta Business League, Theragenics (NYSE), and the Wesley Woods at Emory. We believe Mr. Moody's extensive business experience and specifically experience in the construction industry, as well as his community involvement, qualify him to serve as a director.

Mercy P. Owens, 62, began her service as a director in 2004. Ms. Owens retired as Senior Vice President of Wachovia Bank with more than 30 years of banking experience, primarily in the area of compliance. Ms. Owens is the President of Resource Consulting, which has been engaged by Fortune 500 companies, small businesses, and non-profit organizations to provide training and development for her constituents. She serves on the St. Augustine's College Falcon Foundation Board and Emory Hospital Winship Cancer Center Advisory Board. We believe Ms. Owens' previous years of banking experience are very valuable to the board and qualify her to serve as a director.

James E. Williams, 61, has been a Director for Citizens Trust Bank since 2003. Mr. Williams is a retired Executive Vice President with Turner Broadcasting System. With Turner, his primary responsibilities included domestic oversight for WTBS, Turner South, Direct Response, and The Turner Trade Group. He also had international responsibilities that included sales of all Time Warner assets throughout Asia, Europe, and Latin America for the Turner Trade Group. He is currently President of Williams Communications System which is a media and marketing consulting firm and serves as a Senior Advisor for The Atlanta Braves and The Gwinnett Braves Baseball Teams, both owned and operated by Liberty Media. He is currently a member of the Board of Directors of the Georgia Alliance for Children, Meharry Medical College where he chairs Institutional Advancement, Atlanta Technical College, Chairman of The Greenforest Academy Foundation Board, and Chairman Emeritus of The Atlanta Tip-off Club. He is a member of The Atlanta Guardsmen, The Atlanta Boule, and was a member of the 1989 class of Leadership Atlanta. We believe Mr. Williams' leadership and management skills, particularly his extensive experience in the marketing business, bring valuable insight to the board and qualify him to serve as a director.

CONTINUING DIRECTORS

Class I Directors
(Term Expires 2012)

James E. Young, President and CEO, 60, assumed his presidency with Citizens Trust Bank in 1998 after the completion of the merger between the Company and First Southern Bancshares. He previously served as President and CEO of First Southern Bancshares and its principal subsidiary, First Southern Bank. His banking career began in 1971 in New York City as a Management Trainee with Chase Manhattan Bank. Shortly thereafter, he became a lending officer in 1972. After completing lending assignments in Chase's Corporate Banking Department, he was promoted to Vice President and Team Manager in the Bank's Credit Audit Division where he was responsible for assessing the quality of the Bank's loan portfolio worldwide. He later became a Human Resource specialist in charge of Chase's Equal Employment Opportunities Programs before leaving in 1989 to join City National Bank of New Jersey as Vice President—Chief Commercial Loan Officer. He was promoted in 1990 to Senior Vice President—General Administration & Commercial Loans where he remained until leaving City National to join First Southern Bank in 1993.

Mr. Young is a member of the Board of Directors of Central Atlanta Progress, The Commerce Club, MinBanc, and RockTenn Company. He is a past board member of The National Bankers Association, The Boys & Girls Club of Atlanta, the Metro Atlanta YMCA, DeKalb Medical Center, Morris Brown College Board of Trustees, and the Community Bankers Association of Georgia. In addition, he is a member the Atlanta Committee for Progress, Board of Councilors of The Carter Center, The Atlanta Rotary Club, and the DeKalb County Chapter of 100 Black Men of America. Mr. Young has almost 40 years of experience in the industry. We believe Mr. Young's insight into the day-to-day operations of the Bank and his deep understanding of the banking industry adds value to the board and qualifies him to serve as a director.

Ray M. Robinson, Chairman, 62, joined the Board of Directors in 1999 and was appointed Chairman in May 2003. Mr. Robinson is the retired president of AT&T's Southern Region and formerly responsible for marketing, sales, and promotions of AT&T's Business and Consumer Services across the states of Florida, Georgia, North Carolina, South Carolina, Kentucky, Tennessee, Alabama, Mississippi and Louisiana. He has also previously held numerous management positions in operations, corporate relations, and regulatory affairs in Albuquerque, Portland, Chicago, San Francisco, Denver, Colorado Springs and New Jersey. Mr. Robinson is an active part of the community and holds memberships in the NAACP, Alpha Phi Alpha Fraternity, Inc., the National Black MBA Association, and the 100 Black Men of Atlanta, Inc. He also serves on the Board of Directors of American Airlines, the Georgia Aquarium, Aaron Rents, Inc., Avnet, Inc., Acuity Brand Corporation, RailAmerica, Inc., and Meharry Medical College. He is the President Emeritus of the East Lake Golf Club. We believe

Mr. Robinson's extensive leadership and management skills, his experience on the boards of other public companies, and his active community involvement make him a valued contributor to the board and qualify him to serve as a director.

H. Jerome Russell, 47, has been a member of the Board of Directors since 1993. He has moved through the professional ranks of the H.J. Russell & Company's construction and real estate development operations to his current position as President of H.J. Russell & Company and Russell New Urban Development, LLC. Mr. Russell previously served as President of City Beverage Company, a local beverage distributor. He is a board member of the American Kidney Fund, Central Atlanta Progress, Metro Atlanta YMCA, and the Georgia State Foundation. He serves in various capacities for other civic and community organizations including the Young President Organization and the 100 Black Men of Atlanta. We believe Mr. Russell's varied business experience, particularly as related to real estate and construction, is very useful to the board and qualifies him to serve as a director.

Class III Directors
(To Serve a Term Expiring in 2011)

Stephen A. Elmore, Sr., 57, joined the Board of Directors in 2003. He is a Certified Public Accountant and a Certified Bank Auditor. He is a partner in the accounting firm of Smiley-Smith & Bright, CPAs. The Firm's practice is limited to forensic accounting and litigation consulting. Mr. Elmore serves as an Expert Witness in both criminal and civil litigation proceedings. In that capacity, he provides expert testimony on financial, accounting and economic issues. He has a total of 37 years accounting and audit experience in the financial services industry. Mr. Elmore spent 22 years as the General Auditor of Wachovia Bank of Georgia, N.A. (formerly First National Bank of Atlanta), and the Deputy General Auditor of the bank's parent company, Wachovia Corporation. He spent 7 years with an international public accounting firm serving clients in the financial services industries. He has taught classes in Bank Regulations, Accounting, Auditing, and Financial Statement Preparation for various Community Banking Associations across the country.

Active in civic and professional organizations, Mr. Elmore is a member of the American Institute of Certified Public Accountants, the American College of Forensic Examiners Institute, the Alabama Society of Certified Public Accountants, and the National Association of Black Accountants. He serves on the Board of Directors of the Boys & Girls Club of Montgomery, Alabama, and is a member of the 100 Black Men of Atlanta, the Morehouse College Alumni Association, and the Leadership Atlanta Alumni. Mr. Elmore was a founding member of the Atlanta-Fulton County Zoo, Inc., governing board and served as its Treasurer and audit committee chairman. He is also a past board member of The NAACP Atlanta Chapter, the University Community Development Corporation, and the Georgia Affiliate of the American Diabetes Association. We believe Mr. Elmore's extensive banking and auditing experience is invaluable to the board, and particularly the Audit Committee, and qualifies him to serve as a director.

Dr. Donald Ratajczak, 67, joined the Board of Directors in 2003. Hailed as the nation's "top economic guru" by BusinessWeek magazine in 1996, Dr. Ratajczak is obviously one of the most respected economic forecasters of our time. Over 20 years ago he founded Georgia State University's Economic Forecasting Center, which received the Blue Chip award in 1994 for the most accurate forecasts on national economic conditions over the previous four years. Dr. Ratajczak received his Ph.D. from MIT and now, as a Consulting Economist, occasionally provides his services to organizations such as the Joint Economic Committee of the U.S. Congress, the Congressional Budget Office, the Council of Economic Advisors, and the Georgia Department of Transportation. Dr. Ratajczask's forecasts receive international coverage in periodicals such as The New York Times, BusinessWeek, and The Wall Street Journal, as well as national television and radio outlets. Dr. Ratajczak serves on the boards of Ruby Tuesday, Crown Craft, and Assurance America. He also sits on the Governors' Economic Advisory Council. As one of the nation's top economists, Dr. Ratajczak clearly brings invaluable insight to our board and is well qualified to serve as a director.

Information About the Board of Directors, Meetings, Leadership Structure and Risk Oversight Role

Our Board of Directors. We are governed by a Board of Directors and various committees of the Board that meet throughout the year. We currently have nine (9) directors, each of whom serves for a three-year term unless such director resigns or is removed. Directors fulfill their responsibilities throughout the year at board and committee meetings and also through telephone contact and other communications with the chairman and chief executive officer and other officers. During the year ended December 31, 2009, the Board of Directors of the Company and the Bank held 11 meetings. All directors attended at least 75% of the Board meetings and the meetings of each committee of the Board of which he or she is a member.

Director Independence. The Board of Directors has determined that, with the exception of Mr. Young, all directors are independent pursuant to the independence standards of Rule 5605(a)(2) of the National Association of Securities Dealers. In determining that each director could exercise independent judgment in carrying out his or her responsibilities, the Board of Directors considered any transactions, relationships and arrangements between the Company or the Bank and the director and his or her family.

Annual Meeting Attendance. Although the Company does not have a formal policy regarding its directors' attendance at the annual meeting of shareholders, all directors are expected to attend the 2010 meeting and all directors attended the 2009 annual meeting.

Board Leadership Structure. In accordance with the Company's Bylaws, the Board of Directors elects the Company's Chairman and its Chief Executive Officer and President, and each of these positions may be held by the same person or may be held by separate persons. Ray Robinson, who is an independent director, is the Chairman of the Board. James Young currently serves as a director and as the Company's President and Chief Executive Officer. The foregoing structure is not mandated by any provision of law or our Articles of Incorporation or Bylaws, but the Board of Directors believes this structure provides for an appropriate balance of authority between management and the Board and provides an efficient decision making process with proper independent oversight. The Board of Directors, however, reserves the right to establish a different structure in the future.

Risk Oversight. The Board is responsible for providing oversight of the Company's risk management processes. The Executive Committee is primarily responsible for overseeing the risk management function of the Company on behalf of the Board. In carrying out its responsibilities, the Executive Committee works closely with senior risk officers and meets at least bi-annually to review management's assessment of risk exposure and the process in place to monitor and control such exposure. In addition to the Executive Committee, the Audit Committee meets no less than quarterly to review quarterly reports on Form 10-Q, internal audits and loan reviews, and meets in executive session with internal auditors, the Company's principal accountants, the Chief Operating Officer, among others, to assess risk that may affect the entire Company.

Audit and Compliance Committee. The Audit and Compliance Committee is responsible for engaging, overseeing and compensating the Company's independent auditors, pre-approving all allowable audit services, reviewing with the Company's independent accountants their audit plan, the scope and results of their audit engagement and the accompanying management letter, if any; reviewing and approving related party transactions; reviewing financial statements, evaluating internal accounting controls, reviewing the scope and results of the Company's internal auditing procedures; consulting with the independent accountants and management with regard to the Company's accounting methods and the adequacy of the Company's internal accounting controls; reviewing the independence of the independent accountants; and reviewing the range of the independent accountants' audit and non-audit fees. Audit and Compliance Committee members are Stephen A. Elmore, Sr. (Chairman), Robert L. Brown, Mercy P. Owens, and James E. Williams.

The Board of Directors has determined that each Audit and Compliance Committee member is independent in accordance with the recently amended National Association of Securities Dealers listing standards and applicable Securities and Exchange Commission ("SEC") regulations. None of the members of the Audit and Compliance Committee has participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. The Board has also determined that Stephen A. Elmore, Sr. meets the criteria specified under applicable SEC regulations for an "audit committee financial expert" and that all of the Committee members are financially sophisticated. During the fiscal year ended December 31, 2009, the Audit and Compliance Committee met eight times. The Audit and Compliance Committee has a charter, and a copy of the charter is posted on our website at *www.ctbconnect.com*.

Audit and Compliance Committee Report

The Audit and Compliance Committee reports as follows with respect to the audit of the Company's 2009 audited consolidated financial statements.

- The Committee has reviewed and discussed the Company's 2009 audited consolidated financial statements with the Company's management;
- The Committee has discussed with the independent auditors, Elliott Davis, LLC, the matters required to be discussed by SAS 61, which include, among other items, matters related to the conduct of the audit of the Company's consolidated financial statements;
- The Committee has received written disclosures and the letter from the independent auditors required by ISB Standard No. 1, which relates to the auditor's independence from the corporation and its related entities, and has discussed with the auditors the auditors' independence from the Company; and
- Based on review and discussions of the Company's 2009 audited consolidated financial statements with management and discussions with the independent auditors, the Audit Committee recommended to the Board of Directors that the Company's 2009 audited consolidated financial statements be included in the Company's Annual Report on Form 10-K.

March 24, 2010

Audit and Compliance Committee

Stephen A. Elmore, Sr. , Chairman
Robert L. Brown
Mercy P. Owens
James E. Williams

Personnel and Compensation Committee. The Executive Committee, with the exception of Mr. Young, serves as the Personnel and Compensation Committee of the Board of Directors of the Company and establishes the general compensation policies of the Company, establishes the compensation plans and specific compensation levels for the Chief Executive Officer and other executive officers and awards stock-based compensation to executive officers and employees of the Company. The committee generally is responsible for the compensation and benefit plans for all employees and is directly accountable for reviewing and monitoring compensation and benefit plans, and payment and awards under those plans, for the Company's senior executives. In carrying out these responsibilities, the committee reviews the design of all compensation and benefit plans applicable to executive officers, determines base salaries, reviews incentive plan performance measures, establishes incentive targets, approves cash incentive awards based on performance, grants stock options and other long-term incentives, and monitors the administration of the various plans. In all of these matters, the committee's decisions are reviewed and approved or ratified by the Board of Directors.

The members of this Committee are Ray Robinson (Chairman), Stephen A. Elmore, Sr., C. David Moody, H. Jerome Russell, and James E. Williams. All of the committee members are independent directors in accordance with National Association of Securities Dealers listing standards.

The Personnel and Compensation Committee has the sole authority to retain consultants and advisors as it may deem appropriate and to approve the related fees and other retention terms. During 2009, the Committee engaged the services of the Consulting Services Division of Silverton Bank, NA and later Matthews, Young—Management Consulting when the individual compensation advisor to Citizens Bancshares changed firms. The Committee's advisor receives direction from and reports directly to the Committee, meeting periodically throughout the year without executive management present. The committee also has the authority to delegate appropriate matters to subcommittees as it may deem appropriate.

Pursuant to the Company's participation in the United States Department of the Treasury's ("Treasury") Troubled Asset Relief Program ("TARP"), Capital Purchase Program ("CPP"), the Personnel and Compensation Committee must be comprised entirely of independent directors and is required to perform, at least every six months, a review of the Company's incentive compensation programs with senior risk officers to (i) ensure that the programs do not encourage Senior Executive Officers (as defined in the CPP and identified in "Participation in TARP Capital Purchase Program" below) to take unnecessary and excessive risks that threaten the value of the Company and (ii) identify and implement means of limiting such risks. The Personnel and Compensation Committee is also required to discuss, evaluate and review, at least every six months, employee compensation plans to ensure that such plans do not encourage the manipulation of the Company's reported earnings. Finally, the Personnel and Compensation Committee is required to submit to Treasury and our primary federal regulator a narrative description of how such compensation plans do not encourage, among other items, behavior focused on short-term results rather than long-term value creation. For more information on TARP CPP executive compensation requirements, please see "Participation in TARP Capital Purchase Program."

Governance and Nominating Committee. The Governance and Nominating Committee identifies individuals qualified to become directors of the Company and selects or recommends to the Board the director nominees for the next annual shareholders' meeting. The Committee also sets director compensation and is responsible for reviewing the performance of the board and other standing committees. The Committee consists of James E. Williams (Chairman), Mercy P. Owens, and Robert L. Brown. All of the committee members are independent directors in accordance with National Association of Securities Dealers listing standards. The Committee met six times in 2009. The Committee has a charter that is posted on our website at *www.ctbconnect.com*.

The Governance and Nominating Committee has adopted a formal policy or process for identifying or evaluating director nominees, and solicits and considers recommendations from a variety of sources, including other directors, members of the community, our customers and shareholders and professionals in the financial services industry. The committee regularly assesses the appropriate size of the Board of Directors, and whether any vacancies are expected due to retirement or otherwise. In evaluating potential director nominees, the committee has not prescribed any specific qualifications or skills, but uses a variety of criteria to evaluate the qualifications and skills necessary for members of the Board of Directors. Under these criteria, director nominees should have the highest professional and personal ethics and values, consistent with the Company's longstanding values and standards. Director nominees should also have broad experience at the policy-making level in business, government, education, technology, or public interest. Director nominees should be committed to enhancing shareholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom based on experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform responsibly all director duties. Each director must represent the interests of the Company's shareholders.

Although the Governance and Nominating Committee does not have a policy with regard to the consideration of diversity in identifying director nominees, the committee does consider diversity in business experience and community involvement in identifying director nominees. The committee considers director nominees who exemplify prudent business acumen and knowledge. The Board of Directors consists of both male and female members. The current directors come from a variety of backgrounds and occupations. The Board of Directors welcomes the different and valid viewpoints each director has to offer to the operation of the Company and the Bank.

Executive Officers

The table set forth below shows for each executive officer of the Company (a) the person's name, (b) his or her age at March 1, 2010, (c) the year he or she was first elected as an officer of the Company, and (d) his or her present position with the Company and the Bank and other business experience for the past five years, if he or she has been employed by the Company or the Bank for less than five years.

Name	Age	Year First Elected	Position with the Company
James E. Young	60	1998	President and Chief Executive Officer of the Company and the Bank
Cynthia N. Day	44	2003	Senior Executive Vice President and Chief Operating Officer of the Company and the Bank
Samuel J. Cox	52	1998	Executive Vice President and Chief Financial Officer of the Company and the Bank
Robert E. Nesbitt	55	2004	Alabama Division President of the Bank
Kevin J. Wilson	48	2007	Executive Vice Present and Chief Credit Officer of the Bank; previously, Vice President of Georgia Banking Company (2007), Vice President of First Horizon Bank (2005), and Senior Vice President and Chief Credit Officer of Shorebank, Chicago, Illinois (2003-2005)

We have adopted a Code of Business Conduct and Ethics (the "Code") that applies to all of our principal executive, financial and accounting officers. We believe the Code is reasonably designed to deter wrongdoing and to promote honest and ethical conduct, including: the ethical handling of conflicts of interest; full, fair and accurate disclosure in filings and other public communications made by us; compliance with applicable laws; prompt internal reporting of violations of the Code; and accountability for adherence to the Code. A copy may be obtained on our website at *www.ctbconnect.com*. A copy may also be obtained, without charge, upon written request addressed to Citizens Bancshares Corporation, 75 Piedmont Avenue, Atlanta, Georgia 30303, Attention: Corporate Secretary. The request may be delivered by letter to the address set forth above or by fax to the attention of the Company's Corporate Secretary at (404) 575-8311.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth various elements of compensation awarded to or paid by us for services rendered in all capacities during the last fiscal year to our Chief Executive Officer, Chief Financial Officer, and the three other most highly compensated executive officers whose total compensation exceeded $100,000 for services rendered during the last three fiscal years.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(2)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(3)	Total ($)
James E. Young	2009	$247,254	—	$17,982	—	—	$122,371	$23,167	$410,774
President and Chief Executive Officer	2008	$247,254	—	—	$24,565	—	$111,730	$17,718	$401,267
Cynthia N. Day	2009	$180,844	—	$12,230	—	$12,640	$ 13,981	$17,588	$237,283
Senior Executive Vice President and Chief Operating Officer	2008	$180,844	—	—	$13,005	—	$ 12,755	$22,084	$228,688
Robert E. Nesbitt	2009	$147,637	—	$ 5,383	—	$ 5,951	$ 60,915	$20,547	$240,433
Alabama Division President	2008	$147,637	—	—	$ 7,225	—	$ 8,849	$25,892	$189,603
Samuel J. Cox	2009	$123,191	—	$ 5,151	—	$ 9,042	$ 18,040	$16,601	$172,025
Executive Vice President and Chief Financial Officer	2008	$123,191	—	—	$ 7,225	—	$ 16,467	$23,016	$169,899
Kevin Wilson	2009	$110,000	—	$ 3,572	—	$ 7,361	$ 11,425	$10,788	$143,146
Executive Vice President and Chief Credit Officer	2008	$110,000	—	—	$ 5,780	—	$ 5,254	$13,634	$134,668

(1) The dollar values reflect the fair market value of restricted stock awards on the date of grant determined in accordance with generally accepted accounting principles; and calculated as the closing price of our stock on the date of grant multiplied by the number of shares granted to each officer. These restricted stock awards vest in equal increments on January 1, 2010, 2011, and 2012 with the exception of Mr. Young. Vesting of Mr. Young's 2009 Restricted Stock award is subject to TARP regulations.

(2) The dollar values reflect the fair market value of stock option awards on the date of grant determined in accordance with generally accepted accounting principles; and calculated using the Black-Scholes option pricing model.

(3) See All Other Compensation Table for details of other compensation paid during 2009 and 2008. Certain 2008 amounts have been reclassed to conform to the 2009 presentation.

All Other Compensation Table

Name and Principal Position	Year	Car Allowance ($)	401K Contribution ($)	Term Life Insurance ($)	Economic Value of Bank Owned Life Insurance Reported as Income ($)	Premiums on Officer Owned Life Insurance ($)	Total ($)
James E. Young	2009	$3,072	$7,418	$5,232	$7,445	—	$23,167
President and Chief Executive Officer	2008	—	$6,595	$3,987	$7,136	—	$17,718
Cynthia N. Day	2009	$3,600	$4,611	$ 374	—	$ 9,003	$17,588
Senior Executive Vice President and Chief Operating Officer	2008	$3,600	$4,670	$ 377	—	$13,437	$22,084
Robert E. Nesbitt	2009	$7,200	—	$1,264	—	$12,083	$20,547
Alabama Division President	2008	$7,200	—	$ 658	—	$18,034	$25,892
Samuel J. Cox	2009	—	$3,080	$ 541	—	$12,980	$16,601
Executive Vice President and Chief Financial Officer	2008	—	$3,118	$ 525	—	$19,373	$23,016
Kevin Wilson	2009	—	$2,750	$ 306	—	$ 7,732	$10,788
Executive Vice President and Chief Credit Officer	2008	—	$1,788	$ 306	—	$11,540	$13,634

The following table sets forth information at December 31, 2009, and for the fiscal year then ended, concerning stock options granted to the executive officers listed in the Summary Compensation Table. All awards have been made under the provisions of our shareholder-approved long term incentive plan; and no other types of awards have been made.

Outstanding Equity Awards at Fiscal Year End Table

	Option Awards					Stock Awards		
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	All Other Stock Awards: Number of Shares That Have Not Vested (#)	All Other Stock Awards: Market Value of Shares That Have Not Yet Vested ($)(1)	Date on Which Unvested Stock Awards Fully Vest
James E. Young	1/30/1998	14,000	—	$ 9.88	1/29/2013	—	—	—
	1/16/2002	8,876	—	$ 7.00	1/15/2012	—	—	—
	1/21/2004	15,000	—	$11.89	1/20/2014	—	—	—
	4/25/2005	1,800	—	$13.41	4/24/2015	—	—	—
	5/1/2006	1,800	—	$11.45	4/30/2016	—	—	—
	4/25/2007	6,667	3,333	$10.50	4/24/2017	—	—	—
	5/28/2008	2,833	5,667	$ 8.50	5/27/2018	—	—	—
	5/28/2009	—	—	—	—	3,952	$11,896(2)	
Cynthia N. Day	4/25/2005	1,400	—	$13.41	4/24/2015	—	—	—
	5/1/2006	1,661	—	$11.45	4/30/2016	—	—	—
	4/25/2007	3,333	1,667	$10.50	4/24/2017	—	—	—
	5/28/2008	1,500	3,000	$ 8.50	5/27/2018	—	—	—
	5/28/2009	—	—	—	—	2,688	$ 8,091	1/1/2012
Robert E. Nesbitt	4/25/2005	1,400	—	$13.41	4/24/2015	—	—	—
	5/1/2006	1,550	—	$11.45	4/30/2016	—	—	—
	4/25/2007	1,667	833	$10.50	4/24/2017	—	—	—
	5/28/2008	833	1,667	$ 8.50	5/27/2018	—	—	—
	5/28/2009	—	—	—	—	1,183	$ 3,561	1/1/2012
Samuel J. Cox	4/25/2005	1,300	—	$13.41	4/24/2015	—	—	—
	5/1/2006	1,441	—	$11.45	4/30/2016	—	—	—
	4/25/2007	1,667	833	$10.50	4/24/2017	—	—	—
	5/28/2008	833	1,667	$ 8.50	5/27/2018	—	—	—
	5/28/2009	—	—	—	—	1,132	$ 3,407	1/1/2012
Kevin Wilson	5/28/2008	667	1,333	$ 8.50	5/27/2018	—	—	—
	5/28/2009	—	—	—	—	785	$ 2,363	1/1/2012

(1) Value of 2009 Restricted Stock awards is based on the Company's closing price of $3.01 on 12/31/2009.

(2) Vesting of Mr. Young's 2009 Restricted Stock award is subject to TARP regulations.

Stock options have value only to the extent that the price of the Company's stock on the date of exercise exceeds the exercise price. Restricted Stock grants have value at the date of grant, but require future years of service in order for awards to vest. The Company believes that the granting of options and restricted shares serves as effective long-term incentive for key employees, which further encourages them to remain with the Company and excel in their performance.

Participation in TARP Capital Purchase Program

On March 6, 2009, the Company issued 7,462 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, to Treasury, as part of the CPP enacted as part of TARP, which was established by the Emergency Economic Stabilization Act of 2008 ("EESA"). The Company issued the shares of Series A Preferred Stock for an aggregate purchase price of $7.462 million in cash.

Pursuant to the Company's participation in the CPP, the Company is required to comply with all EESA provisions, which include taking all necessary actions to ensure that its benefit plans with respect to its Senior Executive Officers comply with Section 111 of EESA. As of December 31, 2009, the Company's Senior Executive Officers are James E. Young, President and Chief Executive Officer; Cynthia N. Day, Chief Operating Officer; Samuel J. Cox, Chief Financial Officer; Robert E. Nesbitt, Alabama Division President; and Kevin J. Wilson, Chief Credit Officer.

The American Recovery and Reinvestment Act of 2009 (the "ARRA") retroactively amended the executive compensation provisions applicable to participants in the CPP. The ARRA executive compensation standards remain in effect during the period in which any obligation, arising from financial assistance provided under the CPP remains outstanding (the "CPP Period").

The executive compensation regulations, to which we are required to adhere as a result of our participation in the CPP, include, but are not limited to, the following:

- prohibitions on payment or accrual of bonuses, retention awards and other incentive compensation to the Company's most highly-compensated employee, excluding grants of restricted stock which can not vest prior to the second anniversary of the grant date, are subject to certain transferability restrictions during the CPP Period, and do not have a value which exceeds one-third of the individual's total annual compensation;
- prohibitions on payments to our Senior Executive Officers and the next five most highly compensated employees for a departure from the Company, except for payments for services performed or benefits accrued;
- recovery ("clawback") of bonuses, retention awards and incentive compensation if the payment was based on materially inaccurate statements of earnings, revenues, gains or other criteria;
- prohibition on compensation plans that provide incentives to Senior Executive Officers or any other employee of the Company to take unnecessary and excessive risks that threaten the long term value of the Company or that encourage manipulation of reported earnings;
- limitation of the tax deduction for compensation paid to any SEO to $500,000 annually (amendment to Section 162(m) of the Internal Revenue Code by adding Section 162(m)(5) which sets forth the limitation);
- prohibition on providing tax gross-ups to any SEO and the next 20 most highly compensated employees;
- implementation of a company-wide policy regarding "excessive or luxury expenditures";
- retroactive review of bonuses, retention awards and other compensation previously paid to Senior Executive Officers, if such compensation is found by Treasury to be inconsistent with the purposes of TARP or otherwise contrary to public interest; and
- a requirement that CPP recipients include in their proxy statements for annual shareholder meetings a non-binding "Say on Pay" shareholder vote on the compensation of executives as disclosed in the proxy statement.

All of our SEO's and other impacted employees have executed agreements that limit compensation and other benefits and include clawback provisions, necessary to comply with TARP program and ARRA requirements. These agreements remain in effect throughout the TARP period.

As required by the TARP and ARRA, the Personnel and Compensation Committee reviewed compensation programs in coordination with the Company's senior risk officer and the Committee's compensation advisor. An initial review was followed by a year-end review. The Committee's process included a review of the overall competitiveness of executive compensation, the mix of compensation elements used in our overall program, and our Annual Incentive Plan and Long-Term Incentive Plan. In addition, the review covered all bonus, incentive, and rewards programs provided to non-executive officers. For each individual plan, the Committee reviewed the plan's purpose, participation levels, plan administration and oversight responsibilities, measurement of performance, and range of potential awards.

The Personnel and Compensation Committee certifies that it has reviewed with our senior risk officer the incentive compensation arrangements for 2009 and made reasonable efforts to ensure that such arrangements do not encourage our senior executive officers to take unnecessary and excessive risks that threaten the value of our company. In addition, the Personnel and Compensation Committee has worked with our senior risk officer and outside compensation consultant to review the bonus and incentive plans of all Company employees and made reasonable efforts to ensure that these plans do not encourage manipulation of the reported earnings of the Company in order to enhance the compensation of any of our employees or place undue emphasis on short term results at the expense of long term results that build durable shareholder value. Finally, the Personnel and Compensation Committee has applied the standards prospectively in its review and approval of the 2010 Annual Incentive Plan.

The Company is substantially in compliance with all TARP executive compensation standards promulgated by Treasury. In 2009, the Company inadvertently allowed the payment of certain gross-ups, in the aggregate amount of $24,826, in connection with selected officers relinquishing their benefits under the Company's bank owned life insurance (BOLI) and indexed retirement plans in exchange for more stable and definitive benefits under supplemental retirement and insurance plans that are also more beneficial for the Bank's long-term earnings position. The Company has taken corrective action to require the affected officers to repay the inadvertent payment of gross-ups. Also, Mr. Young, the most highly compensated employee, who is subject to the TARP bonus payment restrictions, participated in the Company's employee stock purchase plan after June 15, 2009 because the Company did not realize that the benefit of utilizing the employee stock purchase plan for purchasing stock constituted a "bonus payment" within the meaning of the TARP bonus payment restrictions. The Company has terminated Mr. Young's participation in the employee stock purchase plan and has corrected the inadvertent "bonus payments" by requiring that he repay $472, which was the benefit received on stock purchases occurring on or after June 15, 2009. In addition, the Company granted Mr. Young a long-term restricted stock award on May 28, 2009, that included a three-year graded vesting schedule, but attempted to comply with section 111 of EESA by providing that no portion of the award would vest if any portion of the TARP funds received by the TARP Recipient remained outstanding as of the vesting date. However, Treasury guidance issued after the award was granted provided that, in order to be excluded from the TARP bonus payment restrictions, no portion of a long-term restricted stock award could vest prior to two years after the grant date. The Company intends to revise the vesting schedule in the restricted stock award so that no portion of the award vests prior to the second anniversary of the grant date, thereby excluding the award from the TARP bonus payment restrictions.

Mr. Young, Ms. Day and Mr. Cox certified the Company's compliance with such standards throughout 2009.

The certification was delivered to Treasury and was filed as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2009. Such certification is required annually during the CPP Period no later than ninety days after the completion of our fiscal year. The Company intends to comply with all TARP executive compensation standards, and will work with its Senior Executive Officers to take such steps as it deems necessary to continue to comply with the standards and adopt policies and procedures consistent with the foregoing. In addition, a non-binding vote on the compensation provided to the Company's executive officers is included as Proposal III of this Proxy Statement.

Employment Agreements and Change-In-Control Agreements

Employment Agreement. After the merger of First Southern Bancshares, Inc. with and into the Company, which was effective on January 30, 1998, James E. Young became President and Chief Executive Officer of the Company. Mr. Young entered into an employment agreement with the Company. The salary provision of the employment agreement is reviewed annually by the Board of Directors and increased in an amount as may be determined by the Board. The agreement also provided for incentive compensation contingent upon certain performance goals being met and granted to Mr. Young an option to purchase 17,500 shares of Common Stock with a vesting period over a five-year term at an exercise price of $9.88 per share (3,500 of those options expired on January 29, 2009). The employment agreement was amended in December 2008 to comply with the final regulations issued under Section 409A of the Internal Revenue Code.

Change in Control Agreement. The Company has entered into Change in Control Agreements with all of the executive officers covered in this report, except Kevin Wilson, to provide benefits to the executive officers in the event of a change in control of the Company. The agreements will remain in effect for two years following a change in control. Pursuant to the agreement, if the executive is involuntarily terminated without cause or resigns for good reason (defined as a material diminution of the executive's responsibilities or duties, a material reduction in base salary, incentive and/or benefits, an elimination of benefit or incentive programs in which the executive participates without availability of comparable replacement programs, or a change of place of employment to more than 50 miles from the current business office), the executive will receive a lump sum amount equal to 2.5 times the executive's annual base salary for Mr. Young, 1.5 times the base salary for Ms. Day, and one time the base salary for Messrs. Cox and Nesbitt, as well as the continuation of certain employee welfare benefits for a period of 12 months and a payment equal to the executive's cost of COBRA continuation health coverage for a period of 12 months. The executive will accordingly be subject to non-competition and non-solicitation provisions during the 12 months following termination or resignation for good cause. These agreements were amended in December 2008 to comply with the final regulations issued under Section 409A of the Internal Revenue Code.

In the case of Mr. Young, the provisions of the change in control agreement relating to severance benefits supersede and replace the provisions relating to severance benefits contained in his employment agreement described above. The non-competition and non-solicitation provisions supplement the restrictive covenants contained in his employment agreement.

The change in control payments described above are limited by the regulations applying to the Company due to its participation in TARP. These limitations apply for as long as the Treasury's investment in our preferred stock remains outstanding. Additional explanation of these limitations is provided previously in the section entitled Participation in TARP Capital Purchase Program.

Director Compensation

The Director Compensation Program is intended to (a) provide an incentive to directors to stimulate their efforts toward the continued growth and success of the Company and to oversee and help manage the business in a manner that will provide for the long-term growth and profitability of the Company; (b) encourage stock ownership by directors by providing them with a means to have a proprietary interest in the Company by acquiring shares of Stock and (c) provide a means of rewarding, attracting, and retaining quality directors.

Citizens Bancshares' director compensation program utilizes the following compensation components: stock retainer, monthly fee, and meeting fee for additional called meetings. All Directors receive the $3,000 annual retainer, paid quarterly in shares of stock based on stock price at the end of the quarter. Each Director also receives a monthly fee paid in cash and based on the individual director's board and committee assignments for the year. Monthly fees range from $925 to $1,750, and average $1,216.

Based on the Board of Directors' compensation structure and committee assignments, Directors receive a meeting fee for each special called meeting if the total number of scheduled Board or assigned Committee meetings attended exceeds more than twelve (12) meetings anytime during the year. For additional Board meetings, the Chair receives a fee of $1,000 and other Directors receive $300. For an additional Committee meeting, the Committee Chair receives a fee of $500 and Committee Members receive $250.

The Company maintains a voluntary deferred compensation plan whereby a Director may elect to defer current Director fees on a tax-deferred basis into a liability account on the Company's books. The liability account balance accrues interest, also on a tax-deferred basis, at the rate of 100% of the one year Treasury Bill rate as of the crediting date to a minimum of 6% per year. During 2009, two Directors participated in this plan (Mercy Owens and Donald Ratajczak).

Directors serving on the Board during 2009 and completing the plan entry requirements at the time of joining the Board participate in a non-qualified Director Supplemental Retirement Plan that provides supplemental retirement benefits as part of the Company's total compensation package. The Supplemental Retirement Plan is not available to Directors who joined the Board after December 2006. Once the Director retires, at age 65 or later (Donald Ratajczak's retirement age is 70), the Director is entitled to a retirement benefit of $1,000 per month for 10 years. If the Director dies while in service, the Director's beneficiary is entitled to a payment from the Bank in the same amount as the retirement benefit.

The Governance and Nominating Committee reviews the Director Compensation Plan on a regular basis and makes recommendations for changes appropriate to ensure the plan is competitive with market director compensation practices.

Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation(1) ($)	Total ($)
Robert L. Brown	$11,700	$3,000	$ 5,139	$ 900	$20,739
Stephen A. Elmore	$16,200	$3,000	$ 5,004	$ 900	$25,104
C. David Moody	$16,200	$3,000	$ 3,228	$ 900	$23,328
Mercy P. Owens	$11,700	$3,000	$17,992	$1,446	$34,138
Ray M. Robinson	$22,300	$3,000	$ 8,117	$ 900	$34,317
Donald Ratajczak	$13,200	$3,000	$ 8,213	$1,666	$26,079
H. Jerome Russell	$16,200	$3,000	$ 1,784	$ 900	$21,884
James E. Williams	$16,200	$3,000	$ 7,294	$1,896	$28,390

(1) All Other Compensation represents the interest earned on the salary deferred savings plan exceeding 120% above market and reimbursement of taxes paid on stock awards.

Compensation Policy and Practices Review

The SEC has implemented a new disclosure rule that requires that the Company review compensation policy and practices to identify any possibility that compensation plans encourage participants to take risks that are "reasonably likely to have an adverse affect" on the Company. This review covers both senior executive officers as well as all employees. While the SEC does not require that we report our findings if we determine that risks are not reasonably likely to have a material adverse effect, we believe it is in the interest of effective shareholder communication to explain how we conducted our review and what we found.

The Personnel and Compensation Committee conducted this new SEC-directed review as an integral part of the compensation risk assessment for compliance with TARP guidelines, utilizing the assistance of its independent compensation advisor. With respect to each of our Company's plans, we reviewed each plan's stated purpose, guidelines for participation, assignment of accountability for the administration and decision-making of each plan, performance measures used and the process for determining and verifying results, and the range of possible payouts. In addition, our advisor reviewed the competitiveness and mix of compensation elements comprising our overall executive compensation package.

As a result of our review, we find that the Company's compensation plans and practices do not encourage unnecessary or unreasonable risk-taking and do not encourage executives or employees to take risks that would be reasonably likely to have an adverse effect on the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company's directors and principal officers, their immediate family members and certain companies and other entities associated with them, have been customers of and have had banking transactions with the Bank and are expected to continue such relationships in the future. In the opinion of management, the extensions of credit made by the Bank to such individuals, companies and entities (a) were made in the ordinary course of business, (b) were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and (c) did not involve more than a normal risk of collectibility or present other unfavorable features.

Related Party Transaction Approval Policies and Procedures

We define a "related party transaction" as a transaction in which we participate and in which any related party has a direct or indirect material interest, other than (1) transactions available to all employees or customers generally, (2) transactions involving less than $120,000 when aggregated with all similar transactions, or (3) loans made by Citizens Trust Bank in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and not involving more than the normal risk of collectibility or presenting other unfavorable features.

We recognize that related party transactions can present potential or actual conflicts of interest and create the appearance that the Company's decisions are based on considerations other than our best interests and that of our shareholders. Therefore, the Company and the Bank do not engage in related party transactions. Because of our position regarding related party transactions, we do not believe that we need a written policy regarding related party transactions at this time.

If a situation were to arise in which a related party transaction might be considered, such a transaction would be presented to the board for approval by a majority of the disinterested directors who would determine whether the transaction would be in the best interest of and the most advantageous course of action for the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Principal Holders of Common Stock

The following table sets forth the persons who beneficially owned, at March 31, 2010, more than five percent of outstanding shares of Common Stock to the best information and knowledge of the Company. Unless otherwise indicated, each person is the record owner of and has sole voting and investment powers over his shares.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Herman J. Russell 504 Fair Street, S.W. Atlanta, Georgia 30313	606,790	30.15%
Hot Creek Capital, LLC 6900 South McCarran Boulevard Reno, Nevada 89509	184,850	9.18%
National Community Investment Fund(1) 2230 South Michigan Avenue Chicago, Illinois 60616	105,208	5.23%

(1) National Community Investment Fund also owns 90,000 shares of nonvoting Common Stock.

Common Stock Owned by Management

The following table sets forth the number and percentage ownership of shares of Common Stock beneficially owned by each director of the Company and by all directors and principal officers as a group, at March 31, 2010. Unless otherwise indicated, each person is the record owner of and has sole voting and investment powers over his or her shares.

Name of Director	Number of Shares Beneficially Owned(1)	Percent Of Class
Robert L. Brown 1394 Doe Valley Drive Lithonia, Georgia 30058	11,397	*
Stephen A. Elmore, Sr. 115 Shady Brook Walk Fairburn, Georgia 30213	1,926	*
C. David Moody 6017 Redan Road Lithonia, Georgia 30058	64,037(2)	3.18%
Mercy P. Owens 3156 Center Way Duluth, Georgia 30097	3,240	*
Donald Ratajczak 1681 Lady Marian Lane Atlanta, Georgia 30309	8,312	*

Name of Director	Number of Shares Beneficially Owned(1)	Percent Of Class
Ray Robinson 3445 Peachtree Road, NE Suite 175 Atlanta, Georgia 30324	5,800	*
H. Jerome Russell 504 Fair Street Atlanta, Georgia 30313	10,341	*
James E. Williams 4187 Sandy Lake Drive Lithonia, Georgia 30038	2,641	*
James E. Young 647 Master Drive Stone Mountain, Georgia 30032	63,879(3)	3.17%
All directors and principal officers as a group (13 persons)	215,536	10.71%

* Represents less than 1%.

(1) The information shown above is based upon information furnished to the Company by the named persons. Information relating to beneficial ownership of Common Stock is based upon "beneficial ownership" concepts set forth in rules promulgated under the Securities Act of 1934, as amended. Under such rules a person is deemed to be a "beneficial owner" of a security if that person has or shares "voting power," which includes the power to dispose or to direct the voting of such security, or "investment power," which includes the power to dispose or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any security of which that person has the right to acquire beneficial ownership within 60 days. Under the rules, more than one person may be deemed to be a beneficial owner of the same securities. The shares of Common Stock issuable upon exercise of the vested portion of any outstanding options held by the indicated named persons are assumed to be outstanding for the purpose of determining the percentage of shares beneficially owned by those persons.

(2) Consists of (a) 6,361 shares owned of record by Mr. Moody, (b) 2,340 shares owned jointly with his spouse, (c) 48,981 shares owned by C.D. Moody Construction Company, a company controlled by Mr. Moody, and (d) 6,355 shares owned by his spouse.

(3) Consists of (a) 16,403 shares owned of record by Mr. Young and (b) currently exercisable options to purchase 47,476 shares.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires that the Company's directors and executive officers and persons who own more than 10% of the Company's outstanding Common Stock file with the Securities and Exchange Commission initial reports of ownership and reports of changes in their ownership of the Company's Common Stock. Directors, executive officers and greater than 10% shareholders are required to furnish the Company with copies of the reports they file.

During 2009, to the Company's knowledge, based solely on a review of copies of Reports of Beneficial Ownership and Changes in Beneficial Ownership furnished to it and representations that no other reports were required, its directors, executive officers, and greater than ten percent shareholders have complied with applicable Section 16(a) filing requirements except that the filings reporting the purchase of shares under the Citizens Bancshares Employee Stock Purchase Plan for James Young, Cynthia Day, Samuel Cox and Kevin Wilson were not filed in a timely manner.

PROPOSAL 2—RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected, and the Board has approved, Elliott Davis, LLC, an independent registered public accounting firm, to serve as the independent registered public accounting firm for the Company for the year ending December 31, 2010, subject to ratification by the shareholders. Elliott Davis also served as the independent auditors for the Company for the year ended December 31, 2009. Although shareholder ratification of our independent auditors is not required by our Bylaws or otherwise, we are submitting the selection of Elliott Davis to shareholders for ratification to permit shareholders to participate in this important corporate decision. If Elliott Davis declines to act or otherwise becomes incapable of acting, or if appointment is otherwise discontinued, the Audit Committee will appoint another independent registered public accounting firm. A representative of Elliott Davis is expected to be present at the Annual Meeting and will be given an opportunity to make a statement on behalf of the firm or to respond to appropriate questions from shareholders.

The appointment of Elliott Davis as independent auditors of the Company for the fiscal year ending December 31, 2010 requires the approval by the affirmative vote of a majority of the shareholders present in person or by proxy and entitled to vote at the meeting.

THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE APPOINTMENT OF ELLIOTT DAVIS, LLC, AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010.

PROPOSAL 3—NON-BINDING RESOLUTION APPROVING COMPENSATION OF EXECUTIVE OFFICERS

General

On March 6, 2009, the Company completed a transaction with the United States Treasury under the Troubled Asset Relief Program Capital Purchase Program ("TARP CPP"). Under the TARP CPP, the Company sold 7,462 shares of its Series A Cumulative Perpetual Preferred Stock, which bears an initial dividend rate of 5% increasing to 9% after five years, to the Treasury. One of the conditions of the TARP CPP is that the Company comply with certain limits on its compensation of its executive officers.

The original limitations of the TARP CPP were amended by the enactment of the American Recovery and Reinvestment Act of 2009 (the "ARRA") on February 17, 2009, with an interim final rule effective June 15. 2009. ARRA requires the Company, for so long as any obligation arising from the Company's participation in the TARP CPP remains outstanding, to submit to its shareholders a non-binding vote on the compensation of the Company's senior executive officers, as disclosed in this Proxy Statement.

By the terms of ARRA, this vote by shareholders (i) is not binding on the Board of Directors of the Company, (ii) is not to be construed as overruling any decision by our Board of Directors; and (iii) does not create or imply any additional duties by our Board of Directors.

Executive Compensation

The Company believes that its compensation policies and procedures, which are reviewed and recommended by the Personnel and Personnel and Compensation Committee and approved by the

Board of Directors, encourage a culture of pay for performance and close alignment with the long-term interests of shareholders while retaining focus safety and soundness. Like most community banks, the recent and ongoing financial downturn had a significant negative impact on the Company's 2009 results of operations and on the price of the Company's common stock. In spite of these challenging times, the Company strives to maintain its focus on the objective of aligning the compensation of the Company's executive officers with the annual and long-term performance of the Company and the interests of the Company's shareholders.

Our Board of Directors and management believe that the compensation paid to the senior executive officers as disclosed in this proxy statement is reasonable and competitive. The Board uses various methods and analyses in setting the compensation for the senior executive officers as discussed below.

Review of Citizens Bancshares' Compensation Philosophy and Practices

The Personnel and Compensation Committee, comprised of independent directors, is responsible for administering the compensation of the Company's executive officers. The Committee, assisted by an independent, outside compensation advisor and acting under the authority of the Board of Directors, establishes compensation philosophy, administers compensation plans and programs, establishes executive officer compensation levels, and reviews and evaluates Company performance.

Pay-for-Performance Philosophy: Citizens Bancshares' compensation philosophy is to provide competitive compensation to its executive officers based on their respective job responsibilities and performance, and giving careful consideration to the prevailing pay levels in comparably-sized community banks in the southeastern region of the U.S.

Compensation Program Elements: Citizens Bancshares uses three key elements in the direct compensation program for its executive officers: base salary reflecting an officer's job assignment, level of experience, and job performance; the opportunity to earn annual incentives based on the achievement of key Company objectives; and the eligibility for periodic long-term incentive grants, using equity, that are forfeited if future service requirements are not met.

Base Salary: Base salaries were determined in comparison to mid-range salaries of executive officers in our peer group and the database on bank executive salaries maintained by the Committee's compensation advisor. Executive officer salaries for 2009 were not increased and, as a group, were near the market median for comparable banks.

Annual Incentives: The Committee administers the Annual Incentive Plan that provides the opportunity for participants to earn cash-based incentives for achievement of critical Company objectives. Our plan also emphasizes the importance of asset quality with a procedure that reduces a participant's earned incentive if asset quality falls outside the pre-set performance range. Although actual financial results fell short of expectations in 2009, the Company had positive earnings, achieved earnings and Returns on Average Assets and Equity that materially exceeded our peer group, and as a result paid modest incentives. Also of note, the stock awards reported for 2009 in the Summary Compensation Table were granted by the Committee in lieu of cash incentives that officers earned under the 2008 Annual Incentive Plan. The value of these restricted share awards requires future service over a three-year period ending December 31, 2012 in order to fully vest.

Long-Term Incentives: In previous years, the Company has granted stock options to key officers to link their long-term incentives directly to the interests of shareholders. With the approval of the 2009 Long-Term Incentive Plan by shareholders at last year's annual meeting, the Committee has a broader range of equity-based awards available for future grants. With the exception of restricted stock awards made in 2009 in lieu of cash incentives earned under the 2008 Annual Incentive Plan, no additional equity-based awards were made in 2009. In administering the plan and determining award levels, the

Committee considers Company performance as well as previous grant levels to ensure that overall equity-based incentives are in line with the practices of comparable community banks.

Committee Summary: Citizens Bancshares strives to maintain a pay-for-performance environment in which competitive levels of compensation can be earned for competitive levels of performance which in turn contribute directly to creating shareholder value while maintaining the safety and soundness of the institution.

As required by the ARRA and the guidance provided by the SEC, the Board of Directors has authorized a shareholder vote on the Company's executive compensation plans, programs and arrangements as reflected in the disclosures regarding senior executive officer compensation provided in the various tables included in this Proxy Statement, the accompanying narrative disclosures and the other compensation information provided in this Proxy Statement. This proposal, commonly known as a "Say on Pay" proposal, gives the Company's shareholders the opportunity to endorse or not endorse the Company's executive pay program and policies through the following resolution:

> "Resolved, that the shareholders of the Company approve the overall executive compensation of the named executive officers of the Company, as described in the Company's Proxy Statement for the 2010 Annual Meeting of Shareholders."

Vote Required to Approve Proposal

The approval of the non-binding resolution approving the compensation of the Company's executive officers as described in this Proxy Statement requires approval by the affirmative vote of the holders of shares of common stock representing a majority of the votes cast at the Meeting. Because this shareholder vote is advisory, it will not be binding upon the Board of Directors. However, the Compensation Committee may take into account the outcome of the vote when considering future executive compensation arrangements.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE NON-BINDING RESOLUTION APPROVING THE COMPENSATION OF THE COMPANY'S EXECUTIVE OFFICERS AS DESCRIBED IN THIS PROXY STATEMENT.

ACCOUNTING MATTERS

Elliott Davis, LLC, Columbia, South Carolina, certified public accountants, was appointed by the Audit Committee of the Board of Directors of the Company to examine the financial statements of the Company as of and for the year ended December 31, 2009. The Audit Committee intends to continue the services of this firm for the year ending December 31, 2010. A representative of Elliott Davis, LLC is expected to be present at the meeting to respond to any appropriate questions and to make a statement if the representative desires to do so.

The following table sets forth the fees billed to the Company for the years ended December 31, 2009 and December 31, 2008 by Elliott Davis, LLC.

	2009	2008
Audit Fees	$126,000	$124,850
Tax Preparation Fees	30,345	23,085
All Other Fees	24,200	12,000
Total Fees	$180,545	$159,935

Audit Fees

Audit fees represent fees billed by Elliott Davis, LLC for professional services rendered in connection with the audit of the Company's annual financial statements for 2009 and 2008, including review of the financial statements included in the Company's quarterly filings on Form 10-Q and annual filings on Form 10-K.

Tax Fees

Tax fees represent the aggregate fees billed in each of the last two fiscal years for professional services rendered for tax return preparation, tax compliance, and tax planning.

All Other Fees

All other fees represent the fees billed for the audit of the Company's 401 (k) Plan and special procedures for SOX 404 completed during 2009.

The audit committee has considered the provision of non-audit services by our principal accountant and has determined that the provision of these services was consistent with maintaining the independence of the Company's principal accountant.

The fees billed by Elliott Davis, LLC are approved by the audit committee for the Company in accordance with the policies and procedures of the audit committee. The audit committee pre-approves all audits and the majority of non-audit services provided by the Company's independent auditors and may not engage the independent auditors to perform any prohibited non-audit services. For 2009, approximately 100% of the total fees incurred were pre-approved.

DIRECTOR NOMINATIONS AND SHAREHOLDER COMMUNICATIONS

General

The Governance and Nominating Committee has adopted a policy regarding shareholder communications and director nominations. The Governance and Nominating Committee will consider director candidates recommended by shareholders who appear to be qualified to serve on the Company's Board of Directors and who are nominated in accordance with procedures described below.

To submit a recommendation of a director candidate to the Governance and Nominating Committee, a shareholder must submit the following information in writing, addressed to the Governance and Nominating Committee, in care of the Corporate Secretary, at the main office of the Company at 75 Piedmont Avenue, N.E., Atlanta, Georgia 30303.

1. The name of the person recommended as a director candidate;
2. All information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, including appropriate biographical information;
3. The written consent of the person being recommended as a director candidate to being named in the proxy statement as a nominee and to serving as a director if elected;
4. As to the shareholder making the recommendation, his or her name, address, number of shares of Company common stock beneficially owned, the dates on which the shareholder acquired his or her shares, documentary support for any claim of beneficial ownership and his or her relationship or affiliation with the nominee; and
5. A statement as to the qualification of the nominee.

In order for a director candidate to be considered for nomination at the Company's annual meeting of shareholders, the recommendation must be received by the Committee at least 120 calendar days prior to the date the Company's proxy statements was released to shareholders in connection with the previous year's annual meeting, advanced by one year.

Director Qualifications

The Governance and Nominating Committee considers the following criteria in selecting nominees: business experience; knowledge of the Company and the financial services industry; experience in serving as director of the Company or of another financial institution or public company generally; wisdom, integrity and ability to make independent analytical inquiries; familiarity with and participation in the communities served by the Company; commitment to and availability for service as a director of the Company; diversity of experience, and any other factors the Governance and Nominating Committee deems relevant.

Other Shareholder Communications

Shareholders wishing to communicate with the Board of Directors or with a particular director may do so in writing addressed to the Board, or to the particular director, and delivering it to the Corporate Secretary of the Company at the address of the Company's principal office at 75 Piedmont Avenue, N.E., Atlanta, Georgia 30303. The recipients will promptly forward such communications to the applicable director or to the Chairman of the Board for consideration at the next scheduled meeting.

Shareholder Proposals for 2011 Annual Meeting

Shareholder Proposals. Shareholder proposals submitted for consideration at the next annual meeting of shareholders must be received by the Company at least 120 calendar days prior to the one-year anniversary of the date of the Company's proxy statement was released to the shareholders in connection with the previous year's annual meeting. As a result, shareholder proposals submitted for consideration at the 2011 annual meeting must be received no later than December 23, 2010, to be included in the 2011 proxy materials. In addition, if the Company does not receive notice of a shareholder proposal for the annual meeting of shareholders at least 45 days before the one-year anniversary of the date that the Company's proxy statement was released to the shareholders for its previous year's annual meeting, proxies solicited by the management of the Company will confer discretionary authority upon the management of the Company to vote upon any such proposal. SEC Rule 14a-8 provides additional information regarding the content and the procedure applicable to the submission of shareholder proposals to be included in the Company's 2011 proxy statement.

OTHER MATTERS THAT MAY COME BEFORE THE ANNUAL MEETING

The Board of Directors of the Company knows of no matters other than those referred to in the accompanying Notice of Annual Meeting of Shareholders which may properly come before the Annual Meeting. However, if any other matter should be properly presented for consideration and voting at the Annual Meeting or any adjournments thereof, it is the intention of the persons named as proxies on the enclosed form of proxy card to vote the shares represented by all valid proxy cards in accordance with their judgment of what is in the best interest of the Company.

AVAILABLE INFORMATION

A copy of the Company's Annual Report on Form 10-K (except for exhibits thereto), quarterly reports on Form 10-Q, and any current Reports on Form 8-K are available upon request without charge. Shareholders may request a copy of these documents by contacting Cynthia N. Day, Citizens Bancshares Corporation, 75 Piedmont Avenue, N.E., Atlanta, Georgia 30303 (Telephone: (404) 575-8306). These reports are also available on our website at *www.ctbconnect.com*.