Dillard's
The Style of Your Life.

ANNUAL REPORT 2025

Dear Shareholder,

We reported a respectable year for fiscal 2025. For most of the year, we navigated a rapidly changing merchandising environment with unpredictable costs. We drew upon over eight decades of retail experience and focused on maintaining a consistent, steady gross margin performance. While sales remained unchanged compared to fiscal 2024 (as a percentage), our retail gross margin stood strong at 40.8%. We credit this result to our continued focus on inventory management as well as to the successful efforts of our merchandising teams to meet these challenges.

We reported net income of $570 million with earnings per share of $36.42. We generated strong cash flow from operations of $717 million, positioning us nicely to return $593 million to shareholders in dividends and share repurchases. Notably, we paid the largest special dividend in our history of $30 per share. Following these efforts, we ended the year with approximately $1.1 billion in cash and short-term investments headlining a best-in-class balance sheet.

Changes to the U.S. retail landscape continue into 2026 with luxury and department store peers executing continued store closures and bankruptcy proceedings to right the ship. We believe our role in the nation’s marketplace is to remain the reliable, stable, and, yes, exciting source for fashion in America’s hometowns. We continue to see our customers energized by newness, by luxury, by details and color, and by unique choices in style, beauty and home. We share that passion. By partnering with new vendors who share our vision and with engaging style influencers, we are ensuring that our assortments remain as vibrant as the communities we serve. We are grateful to our existing partners who continue to serve alongside us with excellence.

We hope our shared experiences in 2025 made us an even better retailer and benefitted you, our shareholders and associates, as well. Our team of over 29,000 associates — many of whom are fellow shareholders — is the heartbeat of this company. As we head into 2026, we look forward to serving our customers exceptionally, as we have since 1938.

Warm regards,

William Dillard, II
Chairman of the Board &
Chief Executive Officer

Alex Dillard
President

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark one)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to .

Commission file number 1-6140

DILLARD'S, INC.

(Exact name of registrant as specified in its charter)

Texas	**71-0388071**
State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)

1600 Cantrell Road, Little Rock, Arkansas 72201
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(501) 376-5200**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	DDS	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐	Smaller reporting company	☐
Non-accelerated filer	☐			Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of August 2, 2025 was $3,465,020,033.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of February 28, 2026:

CLASS A COMMON STOCK, $0.01 par value	11,630,838
CLASS B COMMON STOCK, $0.01 par value	3,986,233

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held May 28, 2026 (the "Proxy Statement") are incorporated by reference into Part III of this Form 10-K.

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PART I

ITEM 1. BUSINESS.

Dillard’s, Inc. (“Dillard’s”, the “Company”, “we”, “us”, “our” or “Registrant”) ranks among the nation’s largest fashion apparel, cosmetics and home furnishing retailers. The Company, originally founded in 1938 by William T. Dillard, was incorporated in Delaware in 1964 (and was reincorporated in Texas in 2025). As of January 31, 2026, we operated 271 Dillard’s stores, including 28 clearance centers, and an Internet store at dillards.com offering a wide selection of merchandise including fashion apparel for women, men and children, accessories, cosmetics, home furnishings and other consumer goods. The Company also operates a general contracting construction company, CDI Contractors, LLC (“CDI”), a portion of whose business includes constructing and remodeling stores for the Company.

The following table summarizes the percentage of net sales by segment and major product line:

	Percentage of Net Sales		
	Fiscal 2025	Fiscal 2024	Fiscal 2023
Retail operations segment:			
Cosmetics	16 %	16 %	16 %
Ladies’ apparel	20	20	20
Ladies’ accessories and lingerie	14	14	14
Juniors’ and children’s apparel	9	9	9
Men’s apparel and accessories	19	19	19
Shoes	14	14	14
Home and furniture	4	4	4
	96	96	96
Construction segment	4	4	4
Total	100 %	100 %	100 %

Additional information regarding our business, results of operations and financial condition, including information pertaining to our reporting segments, can be found in Management’s Discussion and Analysis of Financial Condition and Results of Operations in Item 7 hereof and in Note 2 in the “Notes to Consolidated Financial Statements” in Item 8 hereof.

Customers may visit us in person at any of our retail stores located primarily in shopping malls and open-air centers throughout the southwest, southeast and midwest regions of the United States. Our customers may also visit us online at our e-Commerce site, dillards.com, gaining company-wide access to in-store merchandise selections across 30 states as well as in our fulfillment and distribution centers. Customers also have the option to buy online and pickup in store or have their orders shipped directly to their desired location. Dillards.com also serves as a key customer engagement tool with continually updated style and trend content to both educate and inspire our customers.

Our retail merchandise business is conducted under highly competitive conditions. Although we are a large regional department store, we have numerous competitors at the national and local level that compete with our individual stores, including specialty, off-price, discount and Internet retailers. Competition is characterized by many factors including location, reputation, merchandise assortment, advertising, price, quality, operating efficiency, service and credit availability. We believe that our stores are in a strong competitive position with regard to each of these factors. Other retailers may compete for customers on some or all of these factors, or on other factors, and may be perceived by some potential customers as being better aligned with their particular preferences.

Our merchandise selections include, but are not limited to, our lines of exclusive brand merchandise such as Antonio Melani, Gianni Bini, GB, Roundtree & Yorke and Daniel Cremieux. Our exclusive brands/private label merchandise program provides benefits for Dillard’s and our customers. Our customers receive fashionable, higher quality product often at a savings compared to national brands. Our private label merchandise program allows us to ensure the Company’s high standards are achieved, while minimizing costs and differentiating our merchandise offerings from other retailers.

We have made a significant investment in our trademark and license portfolio, in terms of design function, advertising, quality control and quick response to market trends in a quality manufacturing environment. Dillard's trademark registrations are maintained for as long as Dillard's holds the exclusive right to use the trademarks on the listed products.

Our merchandising, sales promotion and store operating support functions are conducted primarily at our corporate headquarters. Our back office sales support functions, such as accounting, product development, store planning and information technology, are also centralized.

We have developed a knowledge of each of our trade areas and customer bases for our stores. This knowledge is enhanced through regular store visits by senior management and merchandising personnel and through the use of online merchandise information and is supported by our regional merchandising offices. We will continue to use existing technology and research to edit merchandise assortments by store to meet the specific preference, taste and size requirements of each local operating area.

Wells Fargo Bank, N.A. ("Wells Fargo") previously owned and managed Dillard's private label credit cards, including credit cards co-branded with American Express under a long-term marketing and servicing alliance ("Wells Fargo Alliance"). In January 2024, the Company announced that it entered into a new agreement with Citibank, N.A. ("Citi") to provide the private label credit card program for Dillard's customers under a new alliance ("Citibank Alliance"), replacing the existing credit card program under the Wells Fargo Alliance upon its termination in September 2024. The new program launched on August 19, 2024 for new Dillard's credit applicants. Existing accounts transferred from Wells Fargo to Citi on September 16, 2024. The term of the new Citi agreement is 10 years with automatic extensions for successive two-year terms unless the agreement is terminated by either party in accordance with the terms and conditions of the agreement.

Under the Citibank Alliance, Citi establishes, owns and manages Dillard's private label credit cards, including a new co-branded Mastercard Incorporated card ("Mastercard," collectively, the "private label cards"). The new co-branded Mastercard replaced the previous co-branded card. Citi retains the benefits and risks associated with the ownership of the private label card accounts, provides key customer service functions, including new account openings, transaction authorization, billing adjustments and customer inquiries, receives the finance charge income and incurs the bad debts associated with those accounts.

Pursuant to the Citibank Alliance, we receive on-going cash compensation from Citi based upon the portfolio's earnings. The compensation received from the portfolio is determined monthly and has no recourse provisions.

We participate in the marketing of the private label cards, which includes the cost of customer reward programs. Citi supports certain Dillard's marketing and loyalty program activities related to the new program. We seek to expand the number and use of the private label cards by, among other things, providing incentives to sales associates to encourage customers to make applications for new accounts, which generally can be opened while a customer is visiting one of our stores or online. Customers who open accounts are rewarded with discounts on future purchases. Private label card customers are sometimes offered advance notice of sale events.

Our earnings depend to a significant extent on the results of operations for the last quarter of our fiscal year. Due to holiday buying patterns, sales for that period average approximately one-third of annual sales. Additionally, working capital requirements fluctuate during the year, increasing during the second half of the year in anticipation of the holiday season.

We purchase merchandise from many sources and do not believe that we are dependent on any one supplier. We have no long-term purchase commitments or arrangements with any of our suppliers, but we consider our relationships to be strong and mutually beneficial.

Our fiscal year ends on the Saturday nearest January 31 of each year. Fiscal year 2025 ended on January 31, 2026 and contained 52 weeks. Fiscal year 2024 ended on February 1, 2025 and contained 52 weeks. Fiscal year 2023 ended on February 3, 2024 and contained 53 weeks.

Human Capital

As of December 20, 2025, the Company employed approximately 29,100 associates. Approximately 20,400 were full-time associates (greater than 35 hours per week), 6,400 were part-time associates (20-35 hours per week) and 2,300 were limited status associates (less than 20 hours per week).[1] None of our associates are represented by a union.

As a department store chain, the Company employs a wide range of associates, including sales associates, management professionals, maintenance professionals, call center associates, distribution center associates, buyers, advertising and back office personnel. Given the breadth of our employee base, we tailor our human capital management efforts with a view to specific associate populations.

Of the Company's full-time associates, approximately 87% work in the retail stores. We focus on attracting and retaining excellent associates at the store level by providing compensation and benefits packages that are competitive within the applicable market.

Training and talent development. The Company develops talent by investing in formalized classroom training, specialized training for our sales management team, ongoing mentorship programs and on-the-job experience. We seek to create an engaged workforce through open door policies and promotion opportunities. The Company's philosophy is to develop talent and promote from within our organization, thus providing a better customer service model due to a deeper understanding of the overall business and our customers' expectations. Career paths and opportunities for promotion are discussed with associates from the first day of training and on an ongoing basis. In order to ensure that qualified candidates are aware of store promotion opportunities, each store is directed to post promotion opportunities for supervisory positions.

As of December 20, 2025, approximately 75% of the salaried managers at our stores were promoted from hourly store positions.

Available Information

The information contained on our website is not incorporated by reference into this Annual Report on Form 10-K (this "Annual Report") and should not be considered to be a part of this Annual Report. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, statements of changes in beneficial ownership of securities on Form 4 and Form 5 and amendments to those reports filed or furnished with the SEC pursuant to Sections 13(a), 15(d) or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable, are available free of charge (as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC) on the Dillard's, Inc. investor relations website: investor.dillards.com. Copies may also be obtained through the SEC's EDGAR website: sec.gov.

We have adopted a Code of Conduct and Corporate Governance Guidelines, as required by the listing standards of the New York Stock Exchange and the rules of the SEC. We have posted on our investor relations website our Code of Conduct, Corporate Governance Guidelines, Social Accountability Policy, our most recent Social Accountability Report, our most recent report on climate change mitigation efforts and committee charters for the Audit Committee of the Board of Directors and the Stock Option and Executive Compensation Committee of the Board of Directors.

Our corporate offices are located at 1600 Cantrell Road, Little Rock, Arkansas 72201, telephone: 501-376-5200.

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[1] For purposes of this section, all figures are based on calendar year 2025.

ITEM 1A. RISK FACTORS.

The risks described in this Item 1A, Risk Factors, of this Annual Report could materially and adversely affect our business, financial condition and results of operations.

The Company cautions that forward-looking statements, as such term is defined in the Private Securities Litigation Reform Act of 1995, contained in this Annual Report are based on estimates, projections, beliefs and assumptions of management at the time of such statements and are not guarantees of future performance. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information, or otherwise. Forward-looking statements of the Company involve risks and uncertainties and are subject to change based on various important factors. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements made by the Company and its management as a result of a number of risks, uncertainties and assumptions.

Risks Related to Retail Operations

The retail merchandise business is highly competitive, and that competition could lower our revenues, margins and market share.

We conduct our retail merchandise business under highly competitive conditions. Competition is characterized by many factors including location, reputation, fashion, merchandise assortment, advertising, operating efficiency, price, quality, customer service and credit availability. We have numerous competitors nationally, locally and on the Internet, including conventional department stores, specialty retailers, off-price and discount stores, boutiques, mass merchants, and Internet and mail-order retailers. Although we are a large regional department store, some of our competitors are larger than us with greater financial resources and, as a result, may be able to devote greater resources to sourcing, promoting and selling their products. Additionally, we compete in certain markets with a substantial number of retailers that specialize in one or more types of merchandise that we sell. Also, online retail shopping continues to rapidly evolve, and we continue to expect competition in the e-commerce market to intensify in the future as the Internet facilitates competitive entry and comparison shopping. We anticipate that intense competition will continue from both existing competitors and new entrants. If we are unable to maintain our competitive position, we could experience downward pressure on prices, lower demand for products, reduced margins, the inability to take advantage of new business opportunities and the loss of market share.

Our business is seasonal, and fluctuations in our revenues during the last quarter of our fiscal year can have a disproportionate effect on our results of operations.

Our business, like many other retailers, is subject to seasonal influences, with a significant portion of sales and income typically realized during the last quarter of our fiscal year due to the holiday season. Our fiscal fourth-quarter results may fluctuate significantly, based on many factors, including holiday spending patterns and weather conditions, and any such fluctuation could have a disproportionate effect on our results of operations for the entire fiscal year. Because of the seasonality of our business, our operating results vary considerably from quarter to quarter, and results from any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

A shutdown of, or disruption in, any of the Company's distribution or fulfillment centers would have an adverse effect on the Company's business and operations.

Our business depends on the orderly operation of the process of receiving and distributing merchandise, which relies on adherence to shipping schedules and effective management of distribution or fulfillment centers. Although we believe that our receiving and distribution process is efficient and that we have appropriate contingency plans, unforeseen disruptions in operations due to fire, severe weather conditions, natural disasters or other catastrophic events, labor disagreements or other shipping problems may result in the loss of inventory and/or delays in the delivery of merchandise to our stores and customers, which could have an adverse effect on our financial condition or results of operations.

Current store locations may become less desirable, and desirable new locations may not be available for a reasonable price, if at all, either of which could adversely affect our results of operations.

In order to generate customer traffic and for convenience of our customers, we attempt to locate our stores in desirable locations within shopping malls and open air centers. Our stores benefit from the abilities that our Company, other anchor tenants and other area attractions have to generate consumer traffic. Adverse changes in the development of new shopping malls in the United States, the availability or cost of appropriate locations within existing or new shopping malls, competition with other retailers for prominent locations, the success of individual shopping malls and the success or failure of other anchor tenants, the continued proper management and development of existing malls, or the continued popularity of shopping malls may continue to impact our ability to maintain or grow our sales in our existing stores, as well as our ability to open new stores, which could have an adverse effect on our financial condition or results of operations.

Ownership and leasing of significant amounts of real estate exposes us to possible liabilities and losses.

We own the land and building, or lease the land and/or the building, for all of our stores. Accordingly, we are subject to all of the risks associated with owning and leasing real estate. In particular, the value of our real estate assets could decrease, and their operating costs could increase, because of changes in the investment climate for real estate, demographic trends and supply or demand for the use of the store, which may result from competition from similar stores in the area. Additionally, we are subject to potential liability for environmental conditions on the property that we own or lease.

Furthermore, we are subject to risks related to poor management of shopping malls, including those malls that may be in financial distress or are currently under receivership. Some malls may be unable or unwilling to refinance debt maturities in the current credit market, leading to further risks related to temporary or new management by financial institutions or others. Such successors may be unable to effectively manage the shopping malls in which we operate.

If an existing owned store is not profitable, and we decide to close it, we may be required to record an impairment charge and/or exit costs associated with the disposal of the store. We generally cannot cancel our leases. If an existing or future store is not profitable, and we decide to close it, we may be committed to perform certain obligations under the applicable lease including, among other things, paying the base rent for the balance of the lease term. In addition, as each of the leases expires, we may be unable to negotiate renewals, either on commercially acceptable terms or at all, which could cause us to close stores in desirable locations. We may not be able to close an unprofitable owned store due to an existing operating covenant which may cause us to operate the location at a loss and prevent us from finding a more desirable location. We have approximately 71 stores along the Gulf and Atlantic coasts that are covered by third-party insurance but are self-insured for property and merchandise losses related to “named storms.” As a result, the repair and replacement costs will be borne by us for damage to any of these stores from “named storms,” which could have an adverse effect on our financial condition or results of operations.

Variations in the amount of vendor allowances received could adversely impact our operating results.

We receive vendor allowances for advertising, payroll and margin maintenance that are a strategic part of our operations. Decreased payroll reimbursements would either cause payroll costs to rise, negatively impacting operating income, or cause us to reduce the number of employees, which may cause a decline in sales. A decline in the amount of margin maintenance allowances would either increase cost of sales, which would negatively impact gross margin and operating income, or cause us to reduce merchandise purchases, which may cause a decline in sales.

A decrease in cash flows from our operations and constraints to accessing other financing sources could limit our ability to fund our operations, capital projects, interest and debt repayments, stock repurchases and dividends.

Our business depends upon our operations to generate strong cash flow and to some extent upon the availability of financing sources to supply capital to fund our general operating activities, capital projects, interest and debt repayments, stock repurchases and dividends. Our inability to continue to generate sufficient cash flows to support these activities or the lack of available financing in adequate amounts and on appropriate terms when needed could adversely affect our financial performance including our earnings per share.

Our profitability may be adversely impacted by weather conditions.

Our merchandise assortments reflect assumptions regarding expected weather patterns and our profitability depends on our ability to timely deliver seasonally appropriate inventory. Unexpected or unseasonable weather conditions could render a portion of our inventory incompatible with consumer needs. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of the Company's inventory incompatible with those unseasonable conditions. Additionally, extreme weather or natural disasters, particularly in the areas in which our stores are located, could also severely hinder our ability to timely deliver seasonally appropriate merchandise. For example, frequent or unusually heavy snowfall, ice storms, rainstorms, hurricanes or other extreme weather conditions over a prolonged period could make it difficult for the Company's customers to travel to its stores and thereby reduce the Company's sales and profitability. A reduction in the demand for or supply of our seasonal merchandise or reduced sales due to reduced customer traffic in our stores could have an adverse effect on our inventory levels, gross margins and results of operations.

Natural disasters, climate change, war, acts of violence, acts of terrorism, other armed conflicts, and public health issues may adversely impact our business.

The occurrence of, or threat of, a natural disaster, climate change, war (including the ongoing conflict with Iran and/or Iranian-sponsored actors, other conflicts in the Middle East, and the ongoing conflict in Ukraine and the resulting sanctions imposed on Russia by the U.S. and other countries), acts of violence, acts of terrorism, other armed conflicts, and public health issues could disrupt our operations, disrupt international trade and supply chain efficiencies, suppliers or customers, or result in political or economic instability. If commercial transportation is curtailed or substantially delayed, our business may be adversely impacted, as we may have difficulty shipping merchandise to our distribution centers, fulfillment centers, stores or directly to customers. In addition, concern about climate change and greenhouse gases may result in new or additional legal, legislative and/or regulatory requirements to reduce or mitigate the effects of climate change on the environment. Any such new requirements could increase our operating costs for things like energy or packaging, as well as our product supply chain and distribution costs.

As a result of the occurrence of, or threat of, a natural disaster, climate change, war, acts of violence or acts of terrorism, other armed conflicts, and public health issues in the United States, we may be required to suspend operations in some or all of our stores, which could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to Consumer Demand

Changes in economic, financial and political conditions, and the resulting impact on consumer confidence and consumer spending, could have an adverse effect on our business and results of operations.

The retail merchandise business is highly sensitive to changes in overall economic and political conditions that impact consumer confidence and spending. Various economic conditions affect the level of disposable income consumers have available to spend on the merchandise we offer, including unemployment rates, inflation, interest rates, taxation, energy costs, the availability of consumer credit, the price of gasoline, consumer confidence in future economic conditions and general business conditions. Due to the Company's concentration of stores in energy producing regions, volatile conditions in these regions could adversely affect the Company's sales. Consumer purchases of discretionary items and other retail products generally decline during recessionary periods, and also may decline at other times when changes in consumer spending patterns affect us unfavorably. In addition, any significant decreases in shopping mall traffic could also have an adverse effect on our results of operations.

Our business is dependent upon our ability to accurately predict rapidly changing fashion trends, customer preferences and other fashion-related factors.

Our sales and operating results depend in part on our ability to effectively predict and quickly respond to changes in fashion trends and customer preferences. We continuously assess emerging styles and trends and focus on developing a merchandise assortment to meet customer preferences at competitive prices. Even with these efforts, we cannot be certain that we will be able to successfully meet constantly changing fashion trends and customer preferences. If we are unable to successfully predict or respond to changing styles or preferences, we may be faced with lower sales, increased inventories, additional markdowns or promotional sales to dispose of excess or slow-moving inventory and lower gross margins, all of which would have an adverse effect on our business, financial condition and results of operations.

Risks Related to our Brand and Product Offerings

Our failure to protect our reputation could have an adverse effect on our business.

We offer our customers quality products at competitive prices and a high level of customer service, resulting in a well-recognized brand and customer loyalty. As discussed in the immediately preceding risk factor, our brand and customer loyalty depend, in part, on our ability to predict or respond to changes in fashion trends and consumer preferences in a timely manner. Failure to respond rapidly to changing trends could diminish brand and customer loyalty and impact our reputation with customers.

Additionally, the value of our reputation is based, in part, on subjective perceptions of the quality of our merchandise selections. Isolated incidents involving us or persons currently or formerly associated with us (including employees, celebrities, social media influencers, brand affiliates and partners or others who speak publicly about our brand or our products, whether authorized or not) or our merchandise that erode trust or confidence could adversely affect our reputation and our business, particularly if the incidents result in significant adverse publicity or governmental investigation or inquiry. Similarly, information posted about us, including our lines of exclusive brand merchandise, on the Internet, including social media platforms that allow individuals access to a wide audience of consumers and other interested persons, may adversely affect our reputation, even if the information is inaccurate.

Any significant damage to our brand or reputation could negatively impact sales, diminish customer trust and generate negative sentiment, any of which would harm our business and results of operation.

Risks associated with our private label merchandise program could adversely affect our business.

Our merchandise selections include our lines of exclusive brand merchandise, such as Antonio Melani, Gianni Bini, GB, Roundtree & Yorke and Daniel Cremieux. We expect to grow our private label merchandise program and have invested in our development and procurement resources and marketing efforts related to these exclusive brand offerings. The expansion of our private label merchandise subjects us to certain additional risks. These include, among others, risks related to: our failure to comply with government and industry safety standards; our ability to successfully protect our trademark and license portfolio and our other proprietary rights in our exclusive brands/private label merchandise program; and risks associated with overseas sourcing and manufacturing. In addition, damage to the reputation of our private label trade names may generate negative customer sentiment. Our failure to adequately address some or all of these risks could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Material Sourcing and Supply

Fluctuations in the price of merchandise, raw materials, fuel and labor or their reduced availability could increase our cost of goods and negatively impact our financial results.

Fluctuations in the price and availability of fuel, labor and raw materials as a result of inflation and other factors, combined with the inability to mitigate or to pass cost increases on to our customers or to change our merchandise mix as a result of such cost increases, could have an adverse impact on our profitability. Vendors and other suppliers of the Company may experience similar fluctuations, which may subject us to the effects of their price increases. We may or may not be able to pass such costs along to our customers. Even when successful, attempts to pass such costs along to our customers might cause a decline in our sales volume. Additionally, any decrease in the availability of raw materials could impair our ability and the ability of our branded vendors to meet purchasing requirements in a timely manner. A decrease in domestic transportation capacity could impair our ability and the ability of our branded vendors to timely deliver merchandise to our distribution centers and stores. Both the increased cost and lower availability of merchandise, raw materials, fuel and labor may also have an adverse impact on our cash and working capital needs.

Third party suppliers on whom we rely to obtain materials and provide production facilities and other third parties with whom we do business may experience financial difficulties due to current and future economic conditions, which may subject them to insolvency risk or may result in their inability or unwillingness to perform the obligations they owe us.

Our suppliers may experience financial difficulties due to a downturn in the industry or in other macroeconomic environments. Our suppliers' cash and working capital needs can be adversely impacted by the increased cost and lower availability of merchandise, raw materials, fuel and labor as a result of inflation and other factors. Current and future economic conditions may prevent our suppliers from obtaining financing on favorable terms, which could impact their ability to supply us with merchandise on a timely basis.

We are also party to contractual and business relationships with various other parties, including vendors and service providers, pursuant to which such parties owe performance, payment and other obligations to us. In some cases, we depend upon such third parties to provide essential products, services or other benefits, such as advertising, software development and support, logistics and other goods and services necessary to operate our business. Economic, industry and market conditions could result in increased risks to us associated with the potential financial distress of such third parties.

If any of the third parties with which we do business become subject to insolvency, bankruptcy, receivership or similar proceedings, our rights and benefits in relation to, contractual and business relationships with such third parties could be terminated, modified in a manner adverse to us or otherwise materially impaired. There can be no assurances that we would be able to arrange for alternate or replacement contractual or business relationships on terms as favorable as our existing ones, if at all. Any inability on our part to do so could negatively affect our cash flows, financial condition and results of operations.

The Company and third-party suppliers on whom we rely source a significant portion of the merchandise we sell from foreign countries, which exposes us to certain risks that include political and economic conditions and supply chain disruptions.

Political discourse in the United States continues to focus on ways to discourage corporations in the United States from outsourcing manufacturing and production activities to foreign jurisdictions. Since 2018, the United States has imposed additional tariffs on certain items sourced from foreign countries, including China, and has modified, withdrawn from and renegotiated some of its trade agreements with foreign countries. Additional actions, including the imposition or increase of tariffs, could negatively impact our ability and the ability of our third-party vendors and suppliers to source products from foreign jurisdictions and could lead to an increase in the cost of goods and adversely affect our profitability.

Other trade restrictions imposed by the United States Government, including increased tariffs or quotas, embargoes, safeguards, and customs restrictions against apparel items, (such as the Uyghur Forced Labor Prevention Act), as well as United States or foreign labor strikes, work stoppages, or boycotts, could increase the cost or reduce the supply of merchandise available to us or may require us to modify our current business practices, any of which could adversely affect our profitability.

Our timely receipt of merchandise in the United States is dependent on an efficient global supply chain. Disruptions in the supply chain could adversely impact our ability to obtain adequate inventory on a timely basis and result in lost sales, increased costs and an overall decrease in our profits. For example, many disruptions in the global transportation network have occurred recently, including attacks on shipping vessels in the Red Sea and on the Strait of Hormuz, causing changes to vessel routings, extending transit times, decreasing global vessel capacity and increasing the cost of fuel. Global port congestion related to weather and geopolitical events may also continue to impact the supply chain, and imports may continue to face delayed transit times, longer wait times at transshipment ports and schedule changes at origin ports.

Moreover, our third-party suppliers in foreign jurisdictions are subject to political and economic uncertainty. As a result, we are subject to risks and uncertainties associated with changing economic and political conditions in foreign countries where our suppliers are located, including increased import duties, tariffs, trade restrictions and quotas; human rights concerns; working conditions and other labor rights and conditions; the environmental impact in foreign countries where merchandise is produced and raw materials or products are sourced; adverse foreign government regulations; wars, fears of war, terrorist attacks and organizing activities; inflation and adverse fluctuations of foreign currencies; and political unrest. We cannot predict when, or the extent to which, the countries in which our products are manufactured will experience any of the foregoing events. Any event causing a disruption or delay of imports from foreign locations would likely increase the cost or reduce the supply of merchandise available to us and would adversely affect our operating results.

Failure by third party suppliers to comply with our supplier compliance programs or applicable laws could have a material adverse effect on our business.

All of our suppliers must comply with our supplier compliance programs and applicable laws, including consumer and product safety laws, but we do not control our vendors or their labor and business practices. The violation of labor or other laws by one or more of our vendors could have an adverse effect on our business. Additionally, although we diversify our sourcing and production, the failure of any supplier to produce and deliver our goods on time, to meet our quality standards and adhere to our product safety requirements or to meet the requirements of our supplier compliance program or applicable laws, could impact our ability to flow merchandise to our stores or directly to consumers in the right quantities at the right time, which could adversely affect our profitability and could result in damage to our reputation and translate into sales losses.

Risks Related to our Long-Term Marketing and Servicing Alliance

Reductions in the income and cash flow from our long-term marketing and servicing alliance related to the private label credit cards could impact operating results and cash flows.

In January 2024, the Company announced that it entered into a new agreement with Citibank, N.A. ("Citi") to provide a credit card program for Dillard's customers (the "Citibank Alliance"), replacing the existing Wells Fargo Alliance. The Dillard's credit card program offered by Citi includes a new co-branded Mastercard, replacing the existing co-branded card, as well as a private label credit card. Additionally, Citi will provide customer service functions and support certain Dillard's marketing and loyalty program activities related to the new program. The term of the agreement is 10 years with automatic extensions for successive two-year terms unless the agreement is terminated by a party in accordance with the terms and conditions of the agreement.

The Citibank Alliance provides for certain payments to be made by Citi to the Company, including the Company's share of earnings under this alliance. The income and cash flow that the Company receives from the Citibank Alliance is dependent upon a number of factors including the level of sales on Citi accounts, the level of balances carried on the Citi accounts by Citi customers, payment rates on Citi accounts, finance charge rates and other fees on Citi accounts, the level of credit losses for the Citi accounts, Citi's ability to extend credit to our customers as well as the cost of customer rewards programs, all of which can vary based on changes in federal and state banking and consumer protection laws and from a variety of economic, legal, social and other factors that we cannot control. While future cash flows under the Citibank Alliance are difficult to predict, the Company and Citi remain focused on collaborative strategies to enhance customer awareness and acceptance of the program's product offerings in an effort to improve the financial performance of this alliance; however, there can be no assurance that these efforts will significantly impact the performance. If the income or cash flow that the Company receives from the Citibank Alliance decreases, our operating results and cash flows could be adversely affected.

Credit card operations are subject to numerous federal and state laws that impose disclosure and other requirements upon the origination, servicing, and enforcement of credit accounts, and limitations on the amount of finance charges and fees (including late fees) that may be charged by a credit card provider. Citi may be subject to regulations that may adversely impact its operation of the private label credit card program. To the extent that such limitations or regulations materially limit the availability of credit or increase the cost of credit to the cardholders or negatively impact provisions which affect our earnings associated with the private label credit card, our results of operations could be adversely affected. In addition, changes in credit card use, payment patterns, or default rates could be affected by a variety of economic, legal, social, or other factors over which we have no control and cannot predict with certainty. Such changes could also negatively impact Citi's ability to facilitate consumer credit or increase the cost of credit to the cardholders.

The income and cash flow that the Company will receive from the new program with Citi will depend on the same factors that impacted the Wells Fargo Alliance. Any material decrease could adversely affect our operating results and cash flows.

We are subject to customer payment-related risks that could increase our operating costs, expose us to fraud or theft, subject us to potential liability and potentially disrupt our business operations.

We accept payments using a variety of methods, including cash, checks, debit cards, credit cards (including the private label credit cards), gift cards and other alternative payment channels. As a result, we are subject to rules, regulations, contractual obligations and compliance requirements, including payment network rules and operating guidelines, data security standards and certification requirements, and rules governing electronic funds transfers. The payment methods that we offer also subject us to potential fraud and theft by persons who seek to obtain unauthorized access to or exploit any weaknesses that may exist in the payment systems.

The regulatory environment related to information security and privacy is increasingly rigorous, with new and constantly changing requirements applicable to our business, and compliance with those requirements could result in additional costs or accelerate these costs. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which could increase over time and raise our operating costs. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards, and other forms of electronic payment. If these companies become unable to provide these services to us, or if their systems are compromised, it could disrupt our business.

Risks Related to Information Technology and Information Security Risks

A significant disruption in our information technology systems and network and our inability to adequately maintain and update those systems could materially adversely affect our operations and financial condition.

Our operations are largely dependent upon the integrity, security and consistent operation of various systems and data centers, including the point-of-sale systems in the stores, our Internet website, data centers that process transactions, communication systems and various software applications used throughout our Company to order merchandise, track inventory flow, process transactions and generate performance and financial reports.

Our information technology systems are also subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, cyberattacks and ransomware attacks, usage errors by our employees and other items discussed previously in this Item 1A, catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes and acts of war or terrorism. We rely on third-party service providers to provide hardware, software and services necessary to operate our information technology systems. Outages, failures, viruses, attacks, catastrophic events, acts of war or terrorism, and usage errors by third-party service providers (or their vendors) could also affect our information technology systems. If our information technology systems are damaged or cease to function properly, we may have to make a significant investment to repair or replace them, and we may suffer loss of critical data and interruptions or delays in our operations in the interim, which could adversely affect our business and operating results.

Additionally, to keep pace with changing technology (including artificial intelligence), we must continuously provide for the design and implementation of new information technology systems and enhancements of our existing systems. We could encounter difficulties in developing new systems or maintaining and upgrading existing systems. Such difficulties could lead to significant expenses or to losses due to disruption in our business.

Any failure to maintain the security of the information related to our Company, customers, employees and vendors or the information technology systems on which we rely for our operations could adversely affect our operations, damage our reputation, result in litigation or other legal actions against us, increase our operating costs and materially adversely affect our business and operating results.

We receive and store certain personal information about our employees and our customers, including information permitting cashless payments, both in our stores and through our online operations at dillards.com. In addition, our operations depend upon the secure transmission of confidential information over public networks. Further, our ability to supply merchandise to and operate our stores, process transactions and generate performance and financial reports are largely dependent on the security and integrity of our information technology network.

We, like other companies, face a risk of unauthorized access to devices and technology assets, as well as computer viruses, worms, bot attacks, ransomware and other destructive or disruptive software and attempts to misappropriate customer or employee information and cause system failures and disruptions. Such events can result in theft, alteration, deletion or encryption of data, or disruption of services provided by the devices and assets, as well as demands to pay a third party to regain access to encrypted files and prevent publication of stolen data. In addition, employee error, malfeasance or security lapses could result in exposure of confidential information or otherwise adversely disrupt or affect our operations. We rely on third-party service providers to provide hardware, software and services necessary to operate our information technology systems, and the same issues could occur at those third parties and have an effect on our operational technology or data. Such attacks, if successful, have the potential for creating a loss of sales, business disruption, reputational impact, litigation, liability to consumers, regulatory investigations, or otherwise adversely affect our ability to operate our business.

We have a longstanding Information Security program committed to regular risk assessment and risk mitigation practices surrounding the protection of confidential data and our information technology systems and network. Our security controls include network segmentation, firewalls, identity and access controls, endpoint protection solutions, as well as specific measures like point-to-point encryption and tokenization solutions for payment card data. We also maintain data breach preparedness plans, conduct exercises to test response plans, and employ other methods to protect our data and networks, and promote security awareness. Our Senior Management and Board of Directors exercise oversight of our security measures through various methods, including participation in response preparedness discussions and discussions regarding assessments, expenditures related to security and security controls.

It is possible that unauthorized persons might defeat our security measures, those of third-party service providers or vendors, and obtain personal information of customers, employees or others, or compromise our information technology systems. A breach, whether in our information technology systems or those of our third-party service providers or vendors, resulting in personal information being obtained by or exposed to unauthorized persons, could adversely affect our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of penalties. Our reputation and our ability to attract new customers could be adversely impacted if we fail, or are perceived to have failed, to properly prevent and respond to these incidents. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations, including our online sales operations. A ransomware attack may also result in exposure to business interruption and lost sales, ransom payments, costs associated with recovery of data and replacement of systems, exposure to customer and employee litigation from disclosure of confidential information, fines and penalties.

A security breach also could result in a violation attributable to the Company of applicable privacy and other laws, and subject us to litigation by private customers, business partners, or securities litigation and regulatory investigations and proceedings, any of which could result in our exposure to civil or criminal liability. The regulatory environment surrounding information security, cybersecurity, and privacy is increasingly demanding, with new and changing requirements, such as the California Consumer Privacy Act. Security breaches, cyber incidents or allegations that we used personal information in violation of applicable privacy and other laws could result in significant legal and financial exposure.

Legal and Compliance Risks

Litigation with customers, employees and others could harm our reputation and impact operating results.

In the ordinary course of business, we may be involved in lawsuits and regulatory actions. We are impacted by trends in litigation, including, but not limited to, class-action allegations brought under various consumer protection, employment and privacy and information security laws. Additionally, we may be subject to employment-related claims alleging discrimination, harassment, wrongful termination and wage issues, including those relating to overtime compensation. We are susceptible to claims filed by customers alleging responsibility for injury suffered during a visit to a store or from product defects and to lawsuits filed by patent holders alleging patent infringement. We are also subject to claims filed under our employee stock ownership plan alleging failure to properly manage the plan. These types of claims, as well as other types of lawsuits to which we are subject from time to time, can distract management's attention from core business operations and impact operating results, particularly if a lawsuit results in an unfavorable outcome.

Risks Related to Construction Operations

The cost-to-cost method of accounting that we use to recognize contract revenues for our construction segment may result in material adjustments, which could result in a credit or a charge against our earnings.

Our construction segment recognizes contract revenues based on the cost-to-cost method. Under this method, estimated contract revenues are measured based on the ratio of costs incurred to total estimated contract costs. Estimated contract losses are recognized in full when determined. Total contract revenues and cost estimates are reviewed and revised at a minimum on a quarterly basis as the work progresses and as change orders are approved. Adjustments are reflected in contract revenues in the period when these estimates are revised. To the extent that these adjustments result in an increase, a reduction or an elimination of previously reported contract profit, we are required to recognize a credit or a charge against current earnings, which could be material.

Risks Related to Employees

The Company depends on its ability to attract and retain quality employees, and failure to do so could adversely affect our ability to execute our business strategy and our operating results.

The Company's business is dependent upon attracting and retaining quality employees. The Company has a large number of employees, many of whom are in positions with historically high rates of turnover. The Company's ability to meet its labor needs while controlling the costs associated with hiring and training new employees is subject to external factors such as unemployment levels, changing demographics, prevailing wage rates and current or future minimum wage and healthcare reform legislation. In addition, as a complex enterprise operating in a highly competitive and challenging business environment, the Company is highly dependent upon management personnel to develop and effectively execute successful business strategies and tactics. Any circumstances that adversely impact the Company's ability to attract, train, develop and retain quality employees throughout the organization could adversely affect the Company's business and results of operations.

Increases in employee wages and the cost of employee benefits could impact the Company's financial results and cash flows.

The Company's expenses relating to employee wages and health benefits are significant. Increases in employee wages, including the minimum wage, or unfavorable changes in the cost of healthcare benefits could impact the Company's financial results and cash flows. Healthcare costs have risen significantly in recent years, and recent legislative and private sector initiatives regarding healthcare reform have resulted and could continue to result in significant changes to the U.S. healthcare system. Due to the breadth and complexity of the U.S. healthcare system, and uncertainty regarding legislative or regulatory changes, the Company is not able to fully determine the impact that future healthcare reform will have on our company sponsored medical plans.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Risk Management and Strategy. The Company has developed an information security program to assess, identify, and manage material risks from cybersecurity threats, which is included in our overall risk management system and processes through a layered governance structure. The program includes policies and procedures that identify how security measures and controls are developed, implemented, and maintained. An internal cyber risk assessment is conducted annually. The risk assessment is used by management to consider implementing and augmenting cybersecurity controls where feasible and appropriate with the intent of mitigating cybersecurity risk exposure. The Company employs a broad array of cybersecurity tools and controls to manage exposure to cybersecurity risks.

In addition, the Company retains third-party security firms in different capacities to provide some of these controls or monitor cybersecurity threats to our technology systems. For example, third parties are used to conduct independent assessments, such as vulnerability scans and penetration testing, and to confirm PCI DSS compliance. Additionally, third parties are also used to monitor security alert systems.

The Company engages with a number of service providers in connection with normal business operations. The Company uses a variety of processes to address cybersecurity threats related to third-party service providers, including, where appropriate, pre-acquisition diligence, and imposition of contractual data security and privacy obligations. In addition, the Company is a member of an industry cybersecurity intelligence and risk sharing organization and participates in other information sharing groups and trade organizations to stay abreast of ongoing cyber risks, cyber incidents, and newly disclosed vulnerabilities and attack vectors.

The Company utilizes multiple training methodologies to ensure associate awareness of cybersecurity risks and practices. Associates are required to undergo security awareness training when hired and annually thereafter. In addition, the Company conducts tabletop exercises and other readiness exercises to enhance incident response preparedness. Disaster recovery plans have been put in place, and are tested, to prepare for potential disruptions in technology on which we rely.

The Company has an Information Technology Governance, Risk, and Compliance function to address information technology risks, including cybersecurity risks. Additionally, a working committee of management meets periodically to review, assess, and manage material risks from cybersecurity threats.

The Company has written cybersecurity incident response plans that are reviewed, and updated if necessary, at least annually. The plans identify cross-functional incident response teams which are comprised of representatives from management, including the Chief Information Security Officer (CISO) and General Counsel. The plans provide for notification to the Executive Committee of the Board of Directors and the full Board of Directors, as appropriate, of any actual or suspected significant cybersecurity incidents and require regular updates to these parties during the investigation of such incidents.

The Company is currently unaware of any risks from cybersecurity threats, including those from publicly disclosed incidents with respect to other companies, that have materially affected, or are reasonably likely to materially affect the Company, including strategies, results of operations, or financial condition.

Governance. The CISO, who reports to the Senior Director of Technology, is the management position with primary responsibility for the development, operation, and maintenance of our information security program. The CISO has been with the Company for over 40 years, is a certified CISSP, CRISC, and CIPM and oversees a team of experienced individuals.

In addition to the working committee meetings described above, the CISO and Senior Director of Technology meet regularly with the Company’s President and with other members of senior management to review the current state of the cybersecurity program and emerging threats to the Company.

Oversight of the information security program sits with the Company’s President and ultimately with the full Board of Directors. The full Board of Directors is briefed as appropriate but not less than annually on cybersecurity risks and the Company’s efforts to mitigate exposure from those risks.

Cyber threats are constantly evolving, and those threats and the means for obtaining access to information systems are becoming increasingly sophisticated. Cyber threats can come from unauthorized access, computer hackers, computer viruses, malicious code, ransomware, phishing, organized cyber-attacks and other security problems and system disruptions. The Company faces numerous attempts to access the information stored in its information systems. If successful, cyber incidents could expose the Company to loss or misuse of confidential information, including customer information, or disruptions of business operations. In addition, third-party service providers can experience breaches of their systems and products that impact the security of the Company’s information technology systems and proprietary or confidential information. The Company (or third parties it relies on) may not be able to fully, continuously, and effectively implement security controls as intended. We utilize a risk-based approach and judgment to determine the security controls to implement and it is possible we may not implement appropriate controls if we do not recognize or underestimate exposure to a particular cybersecurity risk, or if the control is not feasible or may have an adverse impact on operations. In addition, cybersecurity controls, no matter how well designed or implemented, may only mitigate and not fully eliminate risks. Events, when detected by security tools or third parties, may not always be immediately understood or acted upon.

ITEM 2. PROPERTIES.

All of our stores are owned by us or leased from third parties. At January 31, 2026, we operated 271 stores in 30 states totaling approximately 46.0 million square feet of which we owned approximately 43.0 million square feet. Our third-party store leases typically provide for rental payments based on a percentage of net sales with a guaranteed minimum annual rent. In general, the Company pays the cost of insurance, maintenance and real estate taxes related to the leases.

The following table summarizes by state of operation the number of retail stores we operate and the corresponding owned and leased footprint at January 31, 2026:

Location	**Number of Stores**	**Owned Stores**	**Leased Stores**	**Owned Building on Leased Land**	**Partially Owned and Partially Leased**
Alabama	9	9	—	—	—
Arkansas	8	8	—	—	—
Arizona	14	13	—	1	—
California	3	3	—	—	—
Colorado	8	8	—	—	—
Florida	40	37	1	2	—
Georgia	12	9	3	—	—
Iowa	3	3	—	—	—
Idaho	2	2	—	—	—
Illinois	3	3	—	—	—
Indiana	3	3	—	—	—
Kansas	5	3	—	2	—
Kentucky	6	5	1	—	—
Louisiana	14	13	1	—	—
Missouri	8	7	—	1	—
Mississippi	6	4	1	1	—
Montana	2	2	—	—	—
North Carolina	13	13	—	—	—
Nebraska	2	2	—	—	—
New Mexico	5	3	2	—	—
Nevada	5	5	—	—	—
Ohio	11	10	1	—	—
Oklahoma	7	6	1	—	—
South Carolina	7	7	—	—	—
South Dakota	1	1	—	—	—
Tennessee	9	9	—	—	—
Texas	54	49	4	—	1
Utah	5	5	—	—	—
Virginia	5	5	—	—	—
Wyoming	1	1	—	—	—
Total	271	248	15	7	1

At January 31, 2026, we operated the following additional facilities:

Facility	Location	Square Feet	Owned / Leased
Distribution Centers:	Mabelvale, Arkansas	400,000	Owned
	Gilbert, Arizona	295,000	Owned
	Valdosta, Georgia	370,000	Owned
	Olathe, Kansas	500,000	Owned
	Salisbury, North Carolina	355,000	Owned
	Ft. Worth, Texas	700,000	Owned
Internet Fulfillment Center	Maumelle, Arkansas	850,000	Owned
Dillard's Executive Offices	Little Rock, Arkansas	333,000	Owned
CDI Contractors, LLC Executive Office	Little Rock, Arkansas	25,000	Owned
CDI Storage Facilities	Maumelle, Arkansas	66,000	Owned
Total		3,894,000	

Additional property information is contained in Notes 1, 12, 13 and 14 in the "Notes to Consolidated Financial Statements," in Item 8 hereof.

ITEM 3. LEGAL PROCEEDINGS.

From time to time, the Company is involved in litigation relating to claims arising out of the Company's operations in the normal course of business. This may include litigation with customers, employment related lawsuits, class action lawsuits, purported class action lawsuits and actions brought by governmental authorities. As of March 27, 2026, neither the Company nor any of its subsidiaries is a party to, nor is any of their property the subject of, any material legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following table lists the names and ages of all executive officers of the Company, the nature of any family relationship between them and the Company's CEO and all positions and offices with the Company presently held by each person named. Each is elected to serve a one-year term. There are no other persons chosen to become executive officers.

Name	Age	Position & Office	Held Present Office Since	Family Relationship to CEO
William Dillard, II.	81	Director; Chief Executive Officer	1998	Not applicable
Alex Dillard	76	Director; President	1998	Brother of William Dillard, II
Mike Dillard	74	Director; Executive Vice President	1984	Brother of William Dillard, II
Drue Matheny	79	Director; Executive Vice President	1998	Sister of William Dillard, II
William Dillard, III	55	Director; Senior Vice President	2015	Son of William Dillard, II
Denise Mahaffy	67	Director; Senior Vice President	2015	Sister of William Dillard, II
Chris B. Johnson	54	Senior Vice President; Co-Principal Financial Officer	2015	None
Phillip R. Watts	63	Senior Vice President; Co-Principal Financial Officer and Principal Accounting Officer	2015	None
Dean L. Worley	60	Vice President; General Counsel	2012	None
Brant Musgrave	53	Vice President	2014	None
Mike Litchford.	60	Vice President	2016	None
Tom Bolin	63	Vice President	2016	None
Annemarie Jazic (1)	42	Vice President	2024	Niece of William Dillard, II
Alexandra Lucie	42	Vice President	2017	Niece of William Dillard, II
James D. Stockman	69	Vice President	2017	None

(1) Mrs. Jazic served as Vice President of Online Experience from 2017 to 2024. In 2024, she added the role of Vice President of Information Technology.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market and Dividend Information for Common Stock

The Company's Class A Common Stock trades on the New York Stock Exchange under the Ticker Symbol "DDS". No public market currently exists for the Company's Class B Common Stock.

While the Company currently expects to continue paying quarterly cash dividends during fiscal 2026, all prospective dividends are subject to and conditional upon the review and approval of and declaration by the Board of Directors.

Stockholders

As of February 28, 2026, there were 2,079 holders of record of the Company's Class A Common Stock and 4 holders of record of the Company's Class B Common Stock.

Repurchase of Common Stock

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
November 2, 2025 through November 29, 2025	—	$ —	—	$ 165,215,709
November 30, 2025 through January 3, 2026	—	—	—	165,215,709
January 4, 2026 through January 31, 2026	—	—	—	165,215,709
Total	—	$ —	—	$ 165,215,709

In May 2023, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to $500 million of its Class A Common Stock under an open-ended plan ("May 2023 Stock Plan").

The May 2023 Stock Plan permits the Company to repurchase its Class A Common Stock in the open market, pursuant to preset trading plans meeting the requirements of Rule 10b5-1 under the Exchange Act or through privately negotiated transactions. The May 2023 Stock Plan has no expiration date.

All repurchases of the Company's Class A Common Stock in fiscal 2025 were made at the market price at the trade date, and all amounts paid to reacquire these shares were allocated to treasury stock. As of January 31, 2026, $165.2 million of authorization remained under the May 2023 Stock Plan.

Reference is made to the discussion in Note 9 in the "Notes to Consolidated Financial Statements" in Item 8 of this Annual Report, which information is incorporated by reference herein.

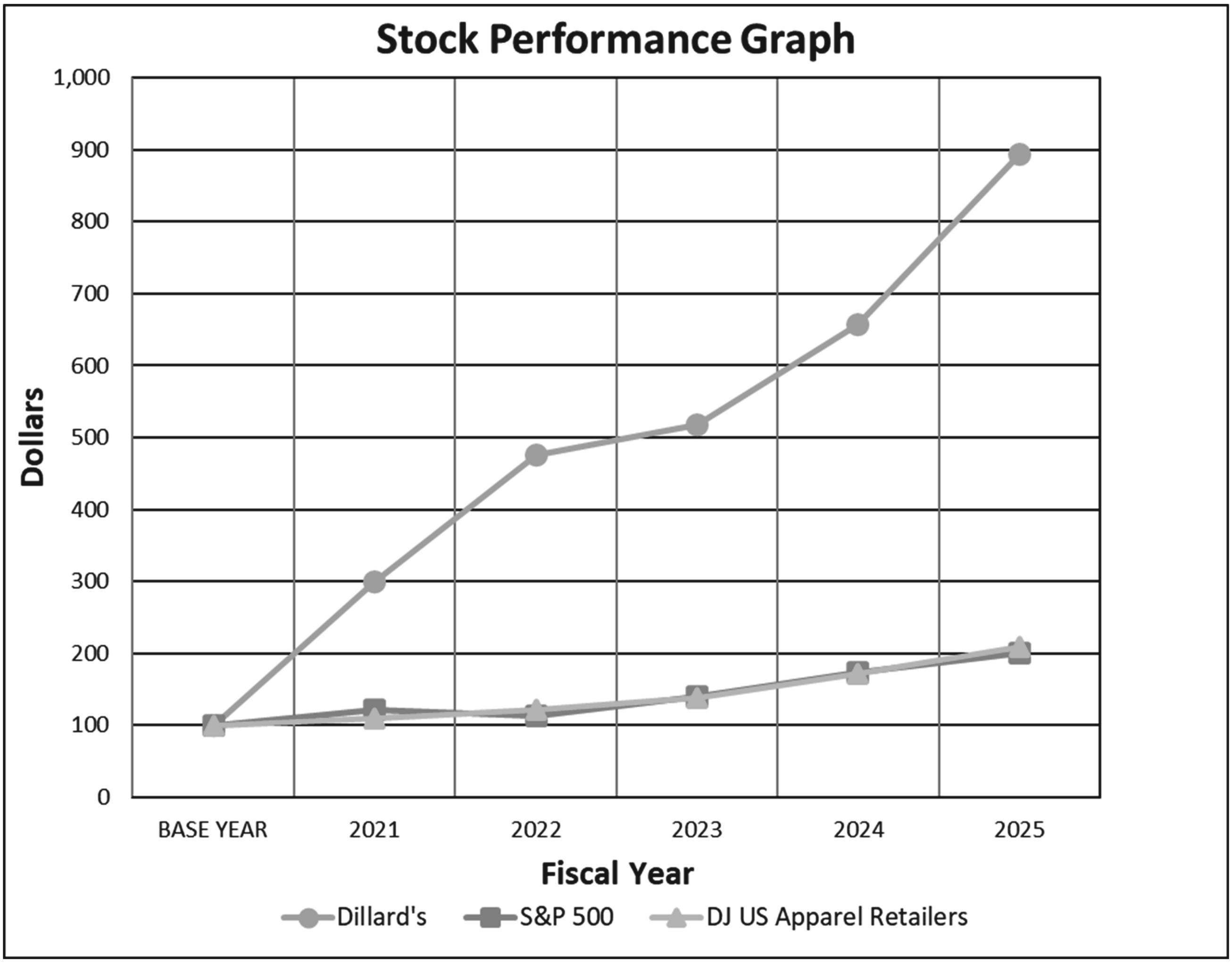
Securities Authorized for Issuance under Equity Compensation Plans

The information concerning the Company's equity compensation plans is incorporated herein by reference from Item 12 of this Annual Report under the heading "Equity Compensation Plan Information".

Company Performance

The graph below compares the cumulative total returns on the Company's Class A Common Stock, the Standard & Poor's 500 Index and the Dow Jones U.S. Apparel Retailers Index for each of the last five fiscal years. The cumulative total return assumes $100 invested in the Company's Class A Common Stock and each of the indices at market close on January 29, 2021 (the last trading day prior to the start of fiscal 2021) and assumes reinvestment of dividends.

The table below the graph shows the dollar value of the respective $100 investments, with the assumptions noted above, in each of the Company's Class A Common Stock, the Standard & Poor's 500 Index and the Dow Jones U.S. Apparel Retailers Index as of the last day of each of the Company's last five fiscal years.



	2021	2022	2023	2024	2025
Dillard's, Inc.	$ 299.72	$ 476.32	$ 517.95	$ 657.28	$ 892.65
S&P 500	121.00	112.98	139.91	172.77	201.02
DJ US Apparel Retailers	109.36	120.82	139.02	172.55	209.18

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

At January 31, 2026, Dillard's, Inc. operates 271 retail department stores spanning 30 states and an Internet store at dillards.com. The Company also operates a general contracting construction company, CDI Contractors, LLC ("CDI"), a portion of whose business includes constructing and remodeling stores for the Company, which is a reportable segment separate from our retail operations.

In accordance with the National Retail Federation fiscal reporting calendar and our bylaws, the fiscal 2025 reporting period presented and discussed below ended January 31, 2026 and contained 52 weeks. The fiscal 2024 reporting period presented and discussed below ended February 1, 2025 and contained 52 weeks. The fiscal 2023 reporting period presented and discussed below ended February 3, 2024 and contained 53 weeks. For comparability purposes, where noted, some of the information discussed below is based upon comparison of the 52 weeks ended February 1, 2025 to the 52 weeks ended February 3, 2024. Additionally, some of the information discussed below is based upon comparison of the 52 weeks ended January 27, 2024 to the 52 weeks ended January 28, 2023.

A discussion regarding results of operations and analysis of financial condition for the year ended February 1, 2025 as compared to the year ended February 3, 2024 is included in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the year ended February 1, 2025.

EXECUTIVE OVERVIEW

Fiscal 2025

We achieved a respectable performance for fiscal year 2025, reporting net income of $570.2 million. In a rapidly changing merchandising environment characterized by unpredictable costs, we focused on maintaining gross margin performance. Our retail gross margin stood at 40.8% while sales remained unchanged (as a percentage) compared to fiscal 2024. We kept shareholder return a priority. We paid $484.9 million in dividends, highlighted by the largest special dividend in our history. Additionally, we repurchased $107.8 million of stock. Following these efforts, we held approximately $1.1 billion in cash and cash equivalents and short-term investments at year end and remained in a strong financial position.

Total retail sales for fiscal 2025 and fiscal 2024 were $6.232 billion and $6.219 billion, respectively. Total retail sales were unchanged as a percentage for fiscal 2025 compared to fiscal 2024. Sales in comparable stores for the same period were also unchanged.

Consolidated gross margin for both fiscal 2025 and fiscal 2024 was 39.5% of sales. Retail gross margin for fiscal 2025 was 40.8% of sales compared to 41.0% of sales for fiscal 2024. Inventory increased 2% at January 31, 2026 compared to February 1, 2025.

Consolidated selling, general and administrative expenses ("operating expenses") for fiscal 2025 were $1,759.2 million (27.2% of sales) compared to $1,731.2 million (26.7% of sales) for fiscal 2024. The increase in operating expenses is primarily due to increased payroll and payroll-related expenses.

We reported net income for fiscal 2025 of $570.2 million, or $36.42 per share, compared to $593.5 million, or $36.82 per share, for fiscal 2024. Included in net income for fiscal 2025 are the following items:

- a pretax gain of $20.4 million ($15.7 million after tax or $1.00 per share) primarily related to the sale of five properties
- federal and state income tax benefits of $35.0 million ($2.24 per share) due to a deduction related to that portion of the special dividend of $30.00 per share that was paid to the Dillard's, Inc. Investment and Employee Stock Ownership Plan during the year

Included in net income for fiscal 2024 are federal and state income tax benefits of $30.8 million ($1.91 per share) due to a deduction related to that portion of the special dividend of $25.00 per share that was paid to the Dillard's, Inc. Investment and Employee Stock Ownership Plan during the year.

Cash flow from operations was $717.0 million for fiscal 2025 and $714.1 million for fiscal 2024. During fiscal 2025, we returned a record $592.6 million of cash to stockholders in the form of dividends and share repurchases. At January 31, 2026, authorization of $165.2 million remained under the share repurchase program.

At January 31, 2026, we had working capital of $1,484.5 million (including cash and cash equivalents and short-term investments totaling $1,073.0 million) and total debt outstanding of $521.7 million excluding operating lease liabilities.

Key Performance Indicators

We use a number of key indicators of financial condition and operating performance to evaluate our business, including the following:

	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net sales (in millions)	$ 6,473.6	$ 6,482.6	$ 6,752.1
Gross margin (in millions)	$ 2,556.8	$ 2,563.1	$ 2,720.9
Gross margin as a percentage of net sales	39.5 %	39.5 %	40.3 %
Retail gross margin as a percentage of retail net sales	40.8 %	41.0 %	41.8 %
Selling, general and administrative expenses as a percentage of net sales	27.2 %	26.7 %	25.4 %
Cash flow provided by operations (in millions)	$ 717.0	$ 714.1	$ 883.6
Total retail store count at end of period	271	272	273
Retail sales per square foot	$ 138	$ 137	$ 143
Retail stores sales trend	— %	(2)%*	(5)%**
Comparable retail store sales trend	— %	(3)%*	(4)%**
Retail store inventory trend	2 %	7 %	(2)%
Retail merchandise inventory turnover	2.6	2.6	2.8

* Based upon the 52 weeks ended February 1, 2025 and the 52 weeks ended February 3, 2024.

** Based upon the 52 weeks ended January 27, 2024 and the 52 weeks ended January 28, 2023.

Trends and Uncertainties

Fluctuations in the following key trends and uncertainties may have a material effect on our operating results.

- Cash flow—Cash from operating activities is a primary source of our liquidity that is adversely affected when the retail industry faces economic challenges. Furthermore, operating cash flow can be negatively affected by competitive factors.

- Pricing—If our customers do not purchase our merchandise offerings in sufficient quantities, we respond by taking markdowns. If we have to reduce our retail selling prices, the gross margin on our consolidated statement of operations will correspondingly decrease, thus reducing our net income and cash flow.

- Success of brand—The success of our exclusive brand merchandise as well as merchandise we source from national vendors is dependent upon customer fashion preferences and how well we can predict and anticipate trends.

- Sourcing—Our store merchandise selection is dependent upon our ability to acquire appealing products from a number of sources. Our ability to attract and retain compelling vendors as well as in-house design talent, the adequacy and stable availability of materials and production facilities from which we source our merchandise and the speed at which we can respond to customer trends and preferences all have a significant impact on our merchandise mix and, thus, our ability to sell merchandise at profitable prices.

- Store growth—Our ability to open new stores is dependent upon a number of factors, such as the identification of suitable markets and locations and the availability of shopping developments, especially in a weak economic environment. Store growth can be further hindered by mall attrition and subsequent closure of underperforming properties.

At present, a number of economic and geopolitical factors are affecting the U.S. and world economies (including countries from which we source some of our merchandise): war and other armed conflicts (including the ongoing conflict with Iran and/or Iranian sponsored actors, other conflicts in the Middle East and the ongoing conflict in Ukraine and the resulting sanctions imposed on Russia by the U.S. and other countries), fluctuating energy prices, trade restrictions (including tariffs), inflation and the continuing impact of elevated United States wages. The extent to which our business will be affected by these factors depends on our customer's continuing ability and willingness to accept price increases. Accordingly, the related financial impact to fiscal 2026 from these factors cannot be reasonably estimated at this time.

Seasonality and Inflation

Our business, like many other retailers, is subject to seasonal influences, with a significant portion of sales and income typically realized during the last quarter of our fiscal year due to the holiday season. Because of the seasonality of our business, results from any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

The Company was affected by inflation during fiscal 2025 and 2024. Our business will likely be affected by inflation in fiscal 2026, the extent of which depends on our customers' continuing ability and willingness to accept price increases.

General

Net sales. Net sales includes merchandise sales of comparable and non-comparable stores and revenue recognized on contracts of CDI, the Company's general contracting construction company. Comparable store sales includes sales for those stores which were in operation for a full period in both the most recently completed quarter and the corresponding quarter for the prior fiscal year, including our internet store. Comparable store sales excludes changes in the allowance for sales returns. Non-comparable store sales includes: sales in the current fiscal year from stores opened during the previous fiscal year before they are considered comparable stores; sales from new stores opened during the current fiscal year; sales in the previous fiscal year for stores closed during the current or previous fiscal year that are no longer considered comparable stores; sales in clearance centers; and changes in the allowance for sales returns.

Sales occur as a result of interaction with customers across multiple points of contact, creating an interdependence between in-store and online sales. Online orders are fulfilled from both fulfillment centers and retail stores. Additionally, online customers have the ability to buy online and pick up in-store. Retail in-store customers have the ability to purchase items that may be ordered and fulfilled from either a fulfillment center or another retail store location. Online customers may return orders via mail, or customers may return orders placed online to retail store locations. Customers who earn reward points under the private label credit card program may earn and redeem rewards through in-store or online purchases.

Service charges and other income. Service charges and other income includes income generated through the Company's private label credit card portfolio alliances. These alliances include the former marketing and servicing alliance with Wells Fargo Bank, N.A. ("Wells Fargo Alliance"), which terminated in September 2024, and the Company's new long-term marketing and servicing alliance with Citibank, N.A ("Citibank Alliance"), which replaced the Wells Fargo Alliance upon its termination. Other income includes rental income, shipping and handling fees and gift card breakage.

Cost of sales. Cost of sales includes the cost of merchandise sold (net of purchase discounts, non-specific margin maintenance allowances and merchandise margin maintenance allowances), bankcard fees, freight to the distribution centers, employee and promotional discounts, shipping to customers and direct payroll for salon personnel. Cost of sales also includes CDI contract costs, which comprise all direct material and labor costs, subcontract costs and those indirect costs related to contract performance, such as indirect labor, employee benefits and insurance program costs.

Selling, general and administrative expenses. Selling, general and administrative expenses include buying, occupancy, selling, distribution, warehousing, store and corporate expenses (including payroll and employee benefits), insurance, employment taxes, advertising, management information systems, legal and other corporate level expenses. Buying expenses consist of payroll, employee benefits and travel for design, buying and merchandising personnel.

Depreciation and amortization. Depreciation and amortization expenses include depreciation and amortization on property and equipment.

Rentals. Rentals includes expenses for store leases, including contingent rent, data processing and other equipment rentals and office space leases.

Interest and debt (income) expense, net. Interest and debt (income) expense, net includes interest, net of interest income from demand deposits and short-term investments and capitalized interest, relating to the Company's unsecured notes, subordinated debentures and commitment fees and borrowings, if any, under the Company's credit agreement. Interest and debt expense also includes the amortization of financing costs and interest on finance lease obligations, if any.

Other expense. Other expense includes the interest cost and net actuarial loss components of net periodic benefit costs related to the Company's unfunded, nonqualified defined benefit plan and charges related to the write off of certain deferred financing fees in connection with the amendment and extension of the Company's secured revolving credit facility, if any.

Gain on disposal of assets. Gain on disposal of assets includes the net gain or loss on the sale or disposal of property and equipment, as well as gains from insurance proceeds in excess of the cost basis of insured assets, if any.

Critical Accounting Policies and Estimates

The Company's significant accounting policies are also described in Note 1 in the "Notes to Consolidated Financial Statements" in Item 8 hereof. As disclosed in that note, the preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company evaluates its estimates and judgments on an ongoing basis and predicates those estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances. Since future events and their effects cannot be determined with absolute certainty, actual results could differ from those estimates.

Management of the Company believes the following critical accounting policies, among others, affect its more significant judgments and estimates used in preparation of the Company's consolidated financial statements.

Merchandise inventory. All of the Company's inventories are valued at the lower of cost or market using the last-in, first-out ("LIFO") inventory method. Approximately 95% of the Company's inventories are valued using the LIFO retail inventory method. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a cost to retail ratio to the retail value of inventories. The retail inventory method is an averaging method that is widely used in the retail industry due to its practicality. Inherent in the retail inventory method calculation are certain significant management judgments including, among others, merchandise markon, markups and markdowns, which significantly impact the ending inventory valuation at cost as well as the resulting gross margins. During periods of deflation, inventory values on the first-in, first-out ("FIFO") retail inventory method may be lower than the LIFO retail inventory method. Additionally, inventory values at LIFO cost may be in excess of net realizable value. At January 31, 2026 and February 1, 2025, merchandise inventories valued at LIFO, including adjustments as necessary to record inventory at the lower of cost or market, approximated the cost of such inventories using the FIFO retail inventory method. The application of the LIFO retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales for fiscal 2025, 2024 or 2023. A 1% change in the dollar amount of markdowns would have impacted net income by approximately $8 million for fiscal 2025.

The Company regularly records a provision for estimated shrinkage, thereby reducing the carrying value of merchandise inventory. Complete physical inventories of the Company's stores and warehouses are generally performed no less frequently than annually, with the recorded amount of merchandise inventory being adjusted to coincide with these physical counts. The differences between the estimated amounts of shrinkage and the actual amounts realized during the past three years have not been material.

Revenue recognition. The Company's retail operations segment recognizes revenue upon the sale of merchandise to its customers, net of anticipated returns of merchandise. The asset and liability for sales returns are based on historical evidence of our return rate. We recorded an allowance for sales returns of $20.1 million and $21.5 million and return assets of $12.1 million and $13.0 million as of January 31, 2026 and February 1, 2025, respectively. The return asset and the allowance for sales returns are recorded in the consolidated balance sheets in other current assets and trade accounts payable and accrued expenses, respectively. Adjustments to earnings resulting from revisions to estimates on our sales return provision were not material for fiscal 2025, 2024 and 2023.

The Company's share of income under the Citibank Alliance and the former Wells Fargo Alliance involving the Dillard's branded private label credit cards is included as a component of service charges and other income. The Company recognized income of $39.6 million, $54.1 million and $67.2 million from the alliances in fiscal 2025, 2024 and 2023, respectively. The Company participates in the marketing of the private label credit cards, which includes the cost of customer reward programs. Through the reward programs, customers earn points that are redeemable for discounts on future purchases. The Company defers a portion of its net sales upon the sale of merchandise to its customer reward program members that is recognized in net sales when the reward is redeemed or expired at a future date.

Revenues from CDI construction contracts are generally measured based on the ratio of costs incurred to total estimated contract costs (the "cost-to-cost method"). Some of our contracts with customers contain multiple performance obligations. For these contracts, we account for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations based on stand-alone selling prices. Construction contracts are often modified to account for changes in contract specifications and requirements. We consider contract modifications to exist when the modification either creates new or changes the existing enforceable rights and obligations. Most of our contract modifications are for goods and services that are not distinct from the existing contracts; therefore, the modifications are accounted for as if they were part of the existing contract. The effect of a contract modification on the transaction price and our measure of progress for the performance obligation for which it relates, is recognized as an adjustment to revenue on a cumulative catch-up basis. The length of each contract varies but is typically nine to eighteen months. The progress towards completion is determined by relating the actual costs of work performed to date to the current estimated total costs of the respective contracts. Estimated contract losses are recognized in full when determined.

Construction contracts give rise to accounts receivable, contract assets and contract liabilities. We record accounts receivable based on amounts billed to customers. We also record costs and estimated earnings in excess of billings on uncompleted contracts (contract assets) and billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) in other current assets and trade accounts payable and accrued expenses, respectively, on the consolidated balance sheets.

Vendor allowances. The Company receives concessions from vendors through a variety of programs and arrangements, including cooperative advertising, payroll reimbursements and margin maintenance programs.

Cooperative advertising allowances are reported as a reduction of advertising expense in the period in which the advertising occurred. We are not able to assess the impact of vendor advertising allowances on creating additional revenues, as such allowances do not directly generate revenues for our stores.

Payroll reimbursements are reported as a reduction of payroll expense in the period in which the reimbursement occurred.

Amounts of margin maintenance allowances are recorded only when an agreement has been reached with the vendor and the collection of the concession is deemed probable. All such merchandise margin maintenance allowances are recognized as a reduction of cost purchases. Under the retail inventory method, a portion of these allowances reduces cost of goods sold and a portion reduces the carrying value of merchandise inventory.

Insurance accruals. The Company's consolidated balance sheets include liabilities with respect to claims for self-insured workers' compensation (with a self-insured retention of $4 million per claim) and general liability (with a self-insured retention of $2 million per claim). The Company's retentions are insured through a wholly-owned captive insurance subsidiary. The Company estimates the required liability of such claims, utilizing an actuarial method, based upon various assumptions, which include, but are not limited to, our historical loss experience, projected loss development factors, actual payroll and other data. The required liability is also subject to adjustment in the future based upon the changes in claims experience, including changes in the number of incidents (frequency) and changes in the ultimate cost per incident (severity). As of January 31, 2026 and February 1, 2025, insurance accruals of $40.3 million and $40.1 million, respectively, were recorded in trade accounts payable and accrued expenses and other liabilities. A 10% change in our self-insurance reserve would have affected net income by approximately $3 million for fiscal 2025.

Long-lived assets. The Company's judgment regarding the existence of impairment indicators is based on market and operational performance. We assess the impairment of long-lived assets, primarily fixed assets and operating lease assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors we consider important which could trigger an impairment review include the following:

- Significant changes in the manner of our use of assets or the strategy for the overall business;
- Significant negative industry or economic trends;
- A current-period operating or cash flow loss combined with a history of operating or cash flow losses; and
- Store closings.

If impairment indicators are identified, the Company performs an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. If the carrying value of the related asset exceeds the fair value, the carrying value is reduced to its fair value. Various factors including future sales growth, profit margins and real estate values are included in this analysis. To the extent these future projections, the Company's strategies or market conditions change, the conclusion regarding impairment may differ from the current estimates.

Income taxes. Temporary differences arising from differing treatment of income and expense items for tax and financial reporting purposes result in deferred tax assets and liabilities that are recorded on the balance sheet. These balances, as well as income tax expense, are determined through management's estimations, interpretation of tax law for multiple jurisdictions and tax planning. If the Company's actual results differ from estimated results due to changes in tax laws, changes in store locations, settlements of tax audits or tax planning, the Company's effective tax rate and tax balances could be affected.

As such, these estimates may require adjustment in the future as additional information becomes available or as circumstances change. Changes in the Company's assumptions and judgments can materially affect amounts recognized in the consolidated balance sheets and statements of income.

The total amount of unrecognized tax benefits as of January 31, 2026 was $7.5 million, of which, $6.2 million would, if recognized, affect the Company's effective tax rate. The total amount of unrecognized tax benefits as of February 1, 2025 was $8.0 million, of which $5.8 million would, if recognized, affect the Company's effective tax rate. The Company classifies accrued interest expense and penalties relating to income tax in the consolidated financial statements as income tax expense. The total amounts of interest and penalties were not material.

The fiscal tax years that remain subject to examination for the federal tax jurisdiction and major state tax jurisdictions are 2022 and forward. At this time, the Company does not expect the results from any income tax audit to have a material impact on the Company's consolidated financial statements.

Pension obligations. The discount rate that the Company utilizes for determining future pension obligations is based on the FTSE Above Median Pension yield curve on its annual measurement date as of the end of each fiscal year and is matched to the future expected cash flows of the benefit plans by semi-annual periods. The discount rate decreased to 5.4% as of January 31, 2026 from 5.6% as of February 1, 2025. We believe that these assumptions have been appropriate and that, based on these assumptions, the pension liability of $314.0 million is appropriately stated as of January 31, 2026; however, actual results may differ materially from those estimated and could have a material impact on our consolidated financial statements. A 50 basis point change in the discount rate would increase or decrease the pension liability by approximately $16 million. The Company expects to make a contribution to the pension plan of approximately $8.5 million in fiscal 2026. The Company expects pension expense to be approximately $26.1 million in fiscal 2026.

RESULTS OF OPERATIONS

The following table sets forth the results of operations and percentage of net sales, for the periods indicated (percentages may not foot due to rounding):

	For the years ended					
	January 31, 2026		February 1, 2025		February 3, 2024	
(in thousands of dollars)	Amount	% of Net Sales	Amount	% of Net Sales	Amount	% of Net Sales
Net sales	$ 6,473,623	100.0 %	$ 6,482,636	100.0 %	$ 6,752,053	100.0 %
Service charges and other income	89,713	1.4	107,595	1.7	122,367	1.8
	6,563,336	101.4	6,590,231	101.7	6,874,420	101.8
Cost of sales	3,916,862	60.5	3,919,549	60.5	4,031,108	59.7
Selling, general and administrative expenses	1,759,236	27.2	1,731,234	26.7	1,717,415	25.4
Depreciation and amortization	179,341	2.8	177,867	2.7	179,573	2.7
Rentals	19,223	0.3	21,419	0.3	21,569	0.3
Interest and debt (income) expense, net	(6,230)	(0.1)	(13,695)	(0.2)	(4,600)	(0.1)
Other expense	20,797	0.3	24,631	0.4	18,791	0.3
Gain on disposal of assets	(20,373)	(0.3)	(475)	—	(6,053)	(0.1)
Income before income taxes and equity in earnings of joint ventures	694,480	10.7	729,701	11.3	916,617	13.6
Income taxes	124,700	1.9	136,225	2.1	177,770	2.6
Equity in earnings of joint ventures	407	—	—	—	—	—
Net income	$ 570,187	8.8 %	$ 593,476	9.2 %	$ 738,847	10.9 %

Sales

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Net sales:			
Retail operations segment	$ 6,231,533	$ 6,218,525	$ 6,479,580
Construction segment	242,090	264,111	272,473
Total net sales	$ 6,473,623	$ 6,482,636	$ 6,752,053

The percent change by segment and product category in the Company’s sales for the past two years is as follows:

	Percent Change		
	Fiscal 2025 - 2024	Fiscal 2024 - 2023	Fiscal 2024 - 2023*
Retail operations segment			
Cosmetics	(1.5)%	1.4 %	3.0 %
Ladies’ apparel	(0.4)	(4.7)	(2.9)
Ladies’ accessories and lingerie	3.2	(2.7)	(1.3)
Juniors’ and children’s apparel	2.9	(5.7)	(3.9)
Men’s apparel and accessories	(0.2)	(7.1)	(5.6)
Shoes	(0.3)	(6.1)	(4.2)
Home and furniture	(1.9)	(0.1)	1.2
Construction segment	(8.3)	(3.1)	N/A

* Based upon the 52 weeks ended February 1, 2025 and 52 weeks ended February 3, 2024.

2025 Compared to 2024

Net sales from the retail operations segment increased $13.0 million during fiscal 2025 compared to fiscal 2024, remaining flat as a percentage in total store sales. Sales in comparable stores remained flat for fiscal 2025 compared to fiscal 2024. During the same periods, sales of ladies' accessories and lingerie and juniors' and children's apparel increased moderately. Sales of cosmetics decreased slightly, while sales of home and furniture decreased moderately. Sales were essentially unchanged in all other product categories.

The number of sales transactions during fiscal 2025 decreased 4% over fiscal 2024, while the average dollars per sales transaction increased 4%.

Net sales from the construction segment decreased $22.0 million or 8.3% during fiscal 2025 compared to fiscal 2024 due to a decrease in construction activity. The remaining performance obligations related to executed construction contracts totaled $140.8 million at January 31, 2026, decreasing approximately 31% from February 1, 2025.

Exclusive Brand Merchandise

Sales penetration of exclusive brand merchandise for fiscal 2025, 2024 and 2023 was 22.3%, 22.7% and 23.5% of total net sales, respectively.

Service Charges and Other Income

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Service charges and other income:			
Retail operations segment			
Income from the Citibank Alliance and former Wells Fargo Alliance	$ 39,616	$ 54,073	$ 67,227
Shipping and handling income	35,052	36,637	40,134
Other	14,926	16,688	14,719
	89,594	107,398	122,080
Construction segment	119	197	287
Total service charges and other income	$ 89,713	$ 107,595	$ 122,367

Service charges and other income includes the income from the Citibank Alliance and former Wells Fargo Alliance. During the third quarter of fiscal 2024, the Company transitioned to its new agreement with Citi to provide a credit card program for Dillard's customers, replacing the existing Wells Fargo Alliance. Income from the alliances decreased $14.5 million in fiscal 2025 compared to fiscal 2024, primarily from decreases in finance charges and late fees mainly resulting from lower average net receivables. While future cash flows under the Citibank Alliance are difficult to predict, the Company and Citi remain focused on collaborative strategies to enhance customer awareness and acceptance of the program's product offerings in an effort to improve the financial performance of this alliance; however, there can be no assurance that these efforts will significantly impact the performance.

Gross Margin

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Gross margin:			
Retail operations segment	$ 2,544,335	$ 2,550,665	$ 2,709,071
Construction segment	12,426	12,422	11,874
Total gross margin	$ 2,556,761	$ 2,563,087	$ 2,720,945
Gross margin as a percentage of segment net sales:			
Retail operations segment	40.8 %	41.0 %	41.8
Construction segment	5.1	4.7	4.4
Total gross margin as a percentage of net sales	39.5	39.5	40.3

2025 Compared to 2024

Consolidated gross margin was essentially unchanged while gross margin from retail operations decreased 20 basis points of sales during fiscal 2025 compared to fiscal 2024. During fiscal 2025, gross margin decreased slightly in ladies' apparel and men's apparel and accessories, while gross margin increased slightly in ladies' accessories and lingerie and shoes. Gross margin was essentially flat in all other product categories. Retail store inventory increased 2% at January 31, 2026 compared to February 1, 2025.

Inflation and changing trade restrictions, including tariffs, pose a risk to our operations. The extent to which our business will be affected by these factors depends on our customers' continuing ability and willingness to accept higher prices and the effectiveness of our ongoing initiatives to manage these fluctuating costs.

Selling, General and Administrative Expenses ("SG&A")

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
SG&A:			
Retail operations segment	$ 1,749,678	$ 1,720,907	$ 1,707,793
Construction segment	9,558	10,327	9,622
Total SG&A	$ 1,759,236	$ 1,731,234	$ 1,717,415
SG&A as a percentage of segment net sales:			
Retail operations segment	28.1 %	27.7 %	26.4 %
Construction segment	3.9	3.9	3.5
Total SG&A as a percentage of net sales	27.2	26.7	25.4

2025 Compared to 2024

SG&A increased $28.0 million and 50 basis points of sales during fiscal 2025 compared to fiscal 2024. The increase in SG&A during fiscal 2025 was primarily attributable to a $13.1 million increase in payroll and payroll-related expenses (increasing to $1,244.5 million for fiscal 2025 from $1,231.4 million for fiscal 2024) and an $8.7 million increase in services purchased. Inflation continues to be a concern for management, impacting many areas of our operating expenses.

Interest and Debt (Income) Expense, Net

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Interest and debt (income) expense, net:			
Retail operations segment	$ (5,212)	$ (12,805)	$ (3,927)
Construction segment	(1,018)	(890)	(673)
Total interest and debt (income) expense, net	$ (6,230)	$ (13,695)	$ (4,600)

2025 Compared to 2024

Net interest and debt (income) expense decreased $7.5 million in fiscal 2025 compared to fiscal 2024 primarily due to a decrease in interest income, mainly from lower interest rates, and capitalized interest. Interest income was $47.2 million and $53.6 million in fiscal 2025 and fiscal 2024, respectively.

Other Expense

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Other expense:			
Retail operations segment	$ 20,797	$ 24,631	$ 18,791
Construction segment	—	—	—
Total other expense	$ 20,797	$ 24,631	$ 18,791

2025 Compared to 2024

Other expense decreased $3.8 million in fiscal 2025 compared to fiscal 2024 primarily due to a decrease in the amortization of the net actuarial loss related to the Company's pension plan.

Gain on Disposal of Assets

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Gain on disposal of assets:			
Retail operations segment	$ (20,353)	$ (442)	$ (6,030)
Construction segment	(20)	(33)	(23)
Total gain on disposal of assets	$ (20,373)	$ (475)	$ (6,053)

Fiscal 2025

During fiscal 2025, the Company received proceeds of $25.7 million primarily from the sale of five properties, resulting in a gain of $20.4 million that was recorded in gain on disposal of assets.

Income Taxes

The Company's estimated federal and state effective income tax rate was 17.9% in fiscal 2025, 18.7% in fiscal 2024 and 19.4% in fiscal 2023. The Company expects the fiscal 2026 federal and state effective income tax rate to approximate 23%.

Fiscal 2025

During fiscal 2025, income taxes included federal and state tax benefits of $35.0 million due to the deduction related to that portion of the special dividend of $30.00 per share that was paid to the Dillard's, Inc. Investment and Employee Stock Ownership Plan on January 5, 2026.

On July 4, 2025, H.R.1 – One Big Beautiful Bill Act (Public Law No. 119-21) was signed into law. Notable provisions include restoration of 100% bonus depreciation, full expensing of domestic research expenditures, and modifications to interest expense limitations and charitable contribution deduction thresholds. Accounting Standards Codification §740, *Accounting for Income Taxes*, requires recognition of the effects of changes in tax law during the period of enactment. The effects of these provisions did not have, and are not expected to have, a material impact on the Company's financial results.

Fiscal 2024

During fiscal 2024, income taxes included federal and state tax benefits of $30.8 million due to the deduction related to that portion of the special dividend of $25.00 per share that was paid to the Dillard's, Inc. Investment and Employee Stock Ownership Plan on January 6, 2025.

LIQUIDITY AND CAPITAL RESOURCES

The Company's current non-operating priorities for its use of cash are strategic investments to enhance the value of existing properties, stock repurchases and dividend payments to stockholders.

Cash flows for the Company's most recent three fiscal years were as follows:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023	Dollar Change 2025 - 2024	Dollar Change 2024 - 2023
Operating activities	$ 717,008	$ 714,127	$ 883,590	$ 2,881	$ (169,463)
Investing activities	22,537	(269,731)	(115,594)	292,268	(154,137)
Financing activities	(595,939)	(534,829)	(620,040)	(61,110)	85,211
Total Increase (Decrease) in Cash and Cash Equivalents	$ 143,606	$ (90,433)	$ 147,956	$ 234,039	$ (238,389)

Operating Activities

The primary source of the Company's liquidity is, and historically has been, cash flows from operations. Due to the seasonality of the Company's business, we have historically realized a significant portion of the cash flows from operating activities during the second half of the fiscal year. Retail operations sales are the key operating cash component, providing 94.9%, 94.4% and 94.3% of total revenues in fiscal 2025, 2024 and 2023, respectively.

Net cash flows from operations increased $2.9 million during fiscal 2025 compared to fiscal 2024.

Operating cash inflows also include the Company's income from the Citibank Alliance, former Wells Fargo Alliance and cash distributions from joint ventures (excluding returns of investments), if any. Operating cash outflows include net payments to vendors for inventory, services and supplies, payments to employees and payments of interest and taxes.

Wells Fargo Bank, N.A. ("Wells Fargo") previously owned and managed Dillard's private label credit cards, including credit cards co-branded with American Express under a long-term marketing and servicing alliance ("Wells Fargo Alliance"). In January 2024, the Company announced that it entered into a new agreement with Citibank, N.A. ("Citi") to provide the private label credit card program for Dillard's customers under a new alliance ("Citibank Alliance"), replacing the existing credit card program under the Wells Fargo Alliance upon its termination in September 2024. The new program launched on August 19, 2024 for new Dillard's credit applicants. Existing accounts transferred from Wells Fargo to Citi on September 16, 2024. The term of the new Citi agreement is 10 years with automatic extensions for successive two-year terms unless the agreement is terminated by either party in accordance with the terms and conditions of the agreement.

Under the Citibank Alliance, Citi establishes, owns and manages Dillard's private label credit cards, including a new co-branded Mastercard Incorporated card ("Mastercard," collectively, the "private label cards"). The new co-branded Mastercard replaced the previous co-branded card. Citi retains the benefits and risks associated with the ownership of the private label card accounts, provides key customer service functions, including new account openings, transaction authorization, billing adjustments and customer inquiries, receives the finance charge income and incurs the bad debts associated with those accounts.

Pursuant to the Citibank Alliance, we receive on-going cash compensation from Citi based upon the portfolio's earnings. The compensation received from the portfolio is determined monthly and has no recourse provisions. The Company recognized income of $39.6 million, $54.1 million and $67.2 million from the Citibank Alliance and the former Wells Fargo Alliance during fiscal 2025, 2024 and 2023, respectively.

While future cash flows under the Citibank Alliance are difficult to predict, the Company and Citi remain focused on collaborative strategies to enhance customer awareness and acceptance of the program's product offerings in an effort to improve the financial performance of this alliance; however, there can be no assurance that these efforts will significantly impact the performance. Any material decrease could adversely affect our operating results and cash flows.

At January 31, 2026, the Company had purchase obligations of $1,254.8 million outstanding for merchandise and store construction commitments, all of which are expected to be paid during fiscal 2026.

Investing Activities

Cash inflows from investing activities generally include proceeds from sales of property and equipment and maturities of short-term investments. Cash outflows from investing activities generally include payments for capital expenditures such as property and equipment and other investments.

Cash from investing activities increased $292.3 million during fiscal 2025 compared to fiscal 2024 primarily due to a net decrease in short-term investments.

Capital expenditures decreased $11.2 million for fiscal 2025 compared to fiscal 2024. There were no new locations opened during fiscal 2025. During fiscal 2024, the Company opened a new location at The Empire Mall in Sioux Falls, South Dakota (140,000 square feet) marking its 30^{th} state of operation.

During fiscal 2025, the Company closed its location at The Shops at Willow Bend in Plano, Texas (240,000 square feet). There were no material costs associated or expected with this store closure. We remain committed to closing stores where appropriate and may incur future closing costs related to such stores when they close.

During fiscal 2025, the Company received cash proceeds of $25.7 million and recorded a related gain of $20.4 million primarily from the sale of five properties: (1) a 240,000 square foot location at The Shops at Willow Bend in Plano, Texas, (2) a 150,000 square foot non-operating location at Crossroads Center in Waterloo, Iowa, (3) a non-operating building at Towne West Square in Wichita, Kansas, (4) a non-operating building at Golden Triangle Mall in Denton, Texas, and (5) a parcel of land at Rivergate Mall in Goodlettsville, Tennessee.

During fiscal 2024, the Company also closed (1) its Eastwood Mall Clearance Center in Niles, Ohio (120,000 square feet) and (2) its leased facility at Stones River Town Centre in Murfreesboro, Tennessee (145,000 square feet).

During fiscal 2025 and 2024, the Company purchased certain treasury bills for $534.6 million and $696.7 million, respectively, that are classified as short-term investments. During fiscal 2025 and 2024, the Company received proceeds of $657.6 million and $530.9 million, respectively, related to maturities of its short-term investments.

During fiscal 2025, the Company contributed $34.3 million to its mall joint ventures, recording the investments in other assets on the Company's consolidated balance sheet.

Financing Activities

Our primary source of cash inflows from financing activities is generally borrowings from our $800 million senior secured revolving credit facility. Financing cash outflows generally include the repayment of borrowings under the revolving credit facility, the repayment of long-term debt, the payment of dividends and the purchase of treasury stock.

Cash used in financing activities increased to $595.9 million in fiscal 2025 from $534.8 million in fiscal 2024 due to increase in cash dividends paid during 2025.

Stock Repurchase. In February 2022, the Company's Board of Directors authorized the Company to repurchase up to $500 million of the Company's Class A Common Stock under an open-ended plan ("February 2022 Stock Plan"). In May 2023, the Company's Board of Directors authorized the Company to repurchase up to $500 million of the Company's Class A Common Stock under an open-ended plan ("May 2023 Stock Plan"). As of January 31, 2026, the Company had completed the authorized purchases under the February 2022 Stock Plan, and $165.2 million of authorization remained under the May 2023 Stock Plan.

During fiscal 2025, the Company repurchased 0.3 million shares of Class A Common Stock for $107.8 million at an average price of $359.16 per share. During fiscal 2024, the Company repurchased 0.3 million shares of Class A Common Stock for $121.0 million at an average price of $367.33 per share. The ultimate disposition of the repurchased stock has not been determined.

On August 16, 2022, the Inflation Reduction Act of 2022 ("the Act") was signed into law. Under the Act share repurchases after December 31, 2022 are subject to a 1% excise tax. At January 31, 2026, the Company had accrued $1.0 million of excise tax related to its share repurchase program.

Revolving Credit Agreement. The Company maintains a revolving credit facility ("credit agreement") for general corporate purposes including, among other uses, working capital financing, the issuance of letters of credit, capital expenditures and, subject to certain restrictions, the repayment of existing indebtedness and share repurchases. The credit agreement, which is secured by certain deposit accounts of the Company and certain inventory of certain subsidiaries, provides a borrowing capacity of $800 million, subject to certain limitations as outlined in the credit agreement, with a $200 million expansion option. The Company pays a variable rate of interest on borrowings under the credit agreement and a commitment fee to the participating banks. There are no financial covenant requirements under the credit agreement provided availability exceeds $80 million and no specified event of default has occurred or is continuing.

In June 2023, the Company amended the credit agreement (the "2023 amendment") to reflect the changes necessary for the phaseout of LIBOR. Pursuant to the 2023 amendment, borrowings under the credit agreement bore interest, at our option, at a rate per annum equal to (1) the then alternative base rate plus the applicable rate or (2) adjusted term or daily simple SOFR, in each case plus 0.10% per annum, plus the applicable rate. The applicable rate was defined as (A) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.75% per annum in the case of term benchmark and RFR loans and (y) 0.75% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The commitment fee for unused borrowings was 0.30% per annum if average borrowings were less than 35% of the total commitments and 0.25% per annum if average borrowings were greater than or equal to 35% of the total commitments. The credit agreement, as amended by the 2023 amendment, was scheduled to mature on April 28, 2026.

In March 2025, the Company amended and extended its revolving credit facility (the "2025 amendment") replacing the Company's previous amended credit agreement. The Company paid $3.3 million in issuance costs related to the 2025 amendment which was recorded in other assets on the consolidated balance sheet. The 2025 amendment continues to have the 0.10% per annum credit spread adjustment to the interest rate for term benchmark and RFR loans but reduced the applicable rate to (A) (x) 1.25% per annum in the case of term benchmark and RFR loans and (y) 0.25% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The 2025 amendment also reduced the unused commitment fee to (A) 0.25% per annum when the average amount utilized is less than 50% of the total commitment and (B) 0.20% per annum when the average amount utilized is greater than or equal to 50% of the total commitment. The facility was arranged by JPMorgan Chase Bank, N.A. The credit agreement, as amended by the 2025 amendment, matures March 12, 2030.

No borrowings under the credit agreement were outstanding at January 31, 2026. Letters of credit totaling $25.3 million were issued under the credit agreement leaving unutilized availability under the facility of $774.7 million at January 31, 2026. The Company had no borrowings during fiscal 2025, 2024 and 2023.

Long-term Debt. At January 31, 2026, the Company had $321.7 million of long-term debt, including current portion, comprised of unsecured notes. The unsecured notes bear interest at rates ranging from 7.000% to 7.750% with due dates from fiscal 2026 through fiscal 2028.

Long-term debt maturities over the next five years are (in millions):

Fiscal Year	Long-Term Debt Maturities
2026	$ 96.0
2027	80.0
2028	145.8
2029	—
2030	—

During fiscal 2026, the Company expects to accrue interest expense of $19.7 million on its long-term debt.

Subordinated Debentures. As of January 31, 2026, the Company had $200 million outstanding of its 7.5% subordinated debentures due August 1, 2038. All of these subordinated debentures were held by Dillard's Capital Trust I, a 100% owned, unconsolidated finance subsidiary of the Company. The Company has the right to defer the payment of interest on the subordinated debentures at any time for a period not to exceed 20 consecutive quarters; however, the Company has no present intention of exercising this right to defer interest payments.

During fiscal 2026, the Company expects to accrue interest expense of $15.0 million on its subordinated debentures.

Dividends. During fiscal 2025 and 2024, in addition to our typical quarterly dividends, the Board of Directors declared a special dividend of $30.00 per share and $25.00 per share, respectively, that was paid on the Class A Common Stock and Class B Common Stock of the Company.

Outlook

The Company expects to finance its operations in the short-term and the long-term from cash on hand, cash flows generated from operations and, if necessary, utilization of our revolving credit facility. Depending upon our actual and anticipated sources and uses of liquidity, the Company will from time to time consider other possible financing transactions, the proceeds of which could be used to fund working capital or for other corporate purposes.

OFF-BALANCE-SHEET ARRANGEMENTS

The Company has not created, and is not party to, any special-purpose entities or off-balance-sheet arrangements for the purpose of raising capital, incurring debt or operating the Company's business. The Company does not have any off-balance-sheet arrangements or relationships that are reasonably likely to materially affect the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or the availability of capital resources.

COMMERCIAL COMMITMENTS

AMOUNT OF COMMITMENT EXPIRATION PER PERIOD

(in thousands of dollars) Other Commercial Commitments	Total Amounts Committed	Within 1 year	2 - 3 years	4 - 5 years	After 5 years
$800 million line of credit, none outstanding (1)	$ —	$ —	$ —	$ —	$ —
Standby letters of credit	25,275	24,975	300	—	—
Import letters of credit	—	—	—	—	—
Total commercial commitments	$ 25,275	$ 24,975	$ 300	$ —	$ —

(1) At January 31, 2026, letters of credit totaling $25.3 million were issued under the credit agreement.

NEW ACCOUNTING PRONOUNCEMENTS

For information with respect to new accounting pronouncements and the impact of these pronouncements on our consolidated financial statements, see Note 1 in the "Notes to Consolidated Financial Statements" in Item 8 hereof.

FORWARD-LOOKING INFORMATION

This report contains certain forward-looking statements. The following are or may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995: (a) statements including words such as "may," "will," "could," "should," "believe," "expect," "future," "potential," "anticipate," "intend," "plan," "estimate," "continue," or the negative or other variations thereof; (b) statements regarding matters that are not historical facts; and (c) statements about the Company's future occurrences, plans and objectives, including those statements included under the heading "Outlook" included in this Management's Discussion and Analysis and other statements regarding management's expectations and forecasts for the remainder of fiscal 2026 and beyond, statements regarding future income and cash flows from the Citibank Alliance, statements concerning the opening of new stores or the closing of existing stores, statements concerning capital expenditures and sources of liquidity, statements concerning share repurchases, statements concerning pension contributions, statements concerning changes in loss trends, settlements and other costs related to our self-insurance programs, statements concerning expectations regarding the payment of dividends, statements regarding the impacts of inflation, wages, trade restrictions, including tariffs, and the effectiveness of our ongoing initiatives to manage such costs, statements regarding expense management and statements concerning estimated taxes. The Company cautions that forward-looking statements contained in this report are based on estimates, projections, beliefs and assumptions of management and information available to management at the time of such statements and are not guarantees of future performance. The Company disclaims any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information or otherwise. Forward-looking statements of the Company involve risks and uncertainties and are subject to change based on various important factors. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements made by the Company and its management as a result of a number of risks, uncertainties and assumptions. Representative examples of those factors include (without limitation) general retail industry conditions and macro-economic conditions including inflation, economic recession and changes in traffic at malls and shopping centers; economic and weather conditions for regions in which the Company's stores are located and the effect of these factors on the buying patterns of the Company's customers, including the effect of changes in prices and availability of oil and natural gas; the availability of and interest rates on consumer credit; the impact of competitive pressures in the department store industry and other retail channels including specialty, off-price, discount and Internet retailers; changes in the Company's ability to meet labor needs amid nationwide labor shortages and an intense competition for talent; changes in consumer spending patterns, debt levels and their ability to meet credit obligations; high levels of unemployment; changes in tax legislation; trade disputes and changes in trade policies including the imposition (or threat) of new or increased duties, taxes, tariffs and other charges impacting our products or supply chain; changes in legislation and governmental regulations; adequate and stable availability and pricing of materials, production facilities and labor from which the Company sources its merchandise; changes in operating expenses, including employee wages, commission structures and related benefits; system failures or data security breaches; inability to effectively utilize advancements in technology, including artificial intelligence; possible future acquisitions of store properties from other department store operators; the continued availability of financing in amounts and at the terms necessary to support the Company's future business; fluctuations in SOFR and other base borrowing rates; potential disruption from terrorist activity and the effect on ongoing consumer confidence; epidemic, pandemic or public health issues and their effects on public health, our supply chain, the health and well-being of our employees and customers and the retail industry in general; potential disruption of international trade and supply chain efficiencies; global conflicts (including the ongoing conflicts in the Middle East and Ukraine) and the possible impact on consumer spending patterns and other economic and demographic changes of similar or dissimilar nature, and other risks and uncertainties, including those detailed from time to time in our periodic reports filed with the Securities and Exchange Commission particularly those set forth under the caption "Item 1A, Risk Factors" in this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The disclosure below provides information about the Company's obligations that are sensitive to changes in interest rates. The table presents maturities of the Company's long-term debt and subordinated debentures along with the related weighted-average interest rates by expected maturity dates.

	Expected Maturity Date (fiscal year)							
(in thousands of dollars)	**2026**	**2027**	**2028**	**2029**	**2030**	**Thereafter**	**Total**	**Fair Value**
Long-term debt	$ 96,000	$ 80,000	$ 145,825	$ —	$ —	$ —	$ 321,825	$ 336,112
Average fixed interest rate	7.8 %	7.8 %	7.0 %	— %	— %	— %	7.4 %	
Subordinated debentures	$ —	$ —	$ —	$ —	$ —	$ 200,000	$ 200,000	$ 208,880
Average interest rate	—	—	—	—	—	7.5 %	7.5 %	

The Company is exposed to market risk from changes in the interest rates under its $800 million revolving credit agreement. The credit agreement, which is secured by certain deposit accounts of the Company and certain inventory of certain subsidiaries, provides a borrowing capacity of $800 million, subject to certain limitations as outlined in the credit agreement, with a $200 million expansion option. The Company pays a variable rate of interest on borrowings under the credit agreement and a commitment fee to the participating banks. There are no financial covenant requirements under the credit agreement provided availability exceeds $80 million and no specified event of default has occurred or is continuing.

In June 2023, the Company amended the credit agreement (the "2023 amendment") to reflect the changes necessary for the phaseout of LIBOR. Pursuant to the 2023 amendment, borrowings under the credit agreement bore interest, at our option, at a rate per annum equal to (1) the then alternative base rate plus the applicable rate or (2) adjusted term or daily simple SOFR, in each case plus 0.10% per annum, plus the applicable rate. The applicable rate was defined as (A) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.75% per annum in the case of term benchmark and RFR loans and (y) 0.75% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The commitment fee for unused borrowings was 0.30% per annum if average borrowings were less than 35% of the total commitments and 0.25% per annum if average borrowings were greater than or equal to 35% of the total commitments. The credit agreement, as amended by the 2023 amendment, was scheduled to mature on April 28, 2026.

In March 2025, the Company amended and extended its revolving credit facility (the "2025 amendment") replacing the Company's previous amended credit agreement. The 2025 amendment continues to have the 0.10% per annum credit spread adjustment to the interest rate for term benchmark and RFR loans but reduced the applicable rate to (A) (x) 1.25% per annum in the case of term benchmark and RFR loans and (y) 0.25% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The 2025 amendment also reduced the unused commitment fee to (A) 0.25% per annum when the average amount utilized is less than 50% of the total commitment and (B) 0.20% per annum when the average amount utilized is greater than or equal to 50% of the total commitment. The facility was arranged by JPMorgan Chase Bank, N.A. The credit agreement, as amended by the 2025 amendment, matures March 12, 2030.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

The consolidated financial statements of the Company and notes thereto required by this item are included in this report beginning on page F-1, which immediately follows the signature page to this report, and are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company has established and maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). The Company's management, with the participation of our Principal Executive Officer and Co-Principal Financial Officers, has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the fiscal year covered by this annual report, and based on that evaluation, the Company's Principal Executive Officer and Co-Principal Financial Officers have concluded that these disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Principal Executive Officer and Co-Principal Financial Officers, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *2013 Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *2013 Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of January 31, 2026.

Our independent registered public accounting firm, KPMG LLP ("KPMG"), has audited our consolidated financial statements included in this Annual Report and has issued a report on the effectiveness of our internal control over financial reporting as of January 31, 2026. Please refer to KPMG's "Report of Independent Registered Public Accounting Firm" on page F-2 of this Annual Report.

Changes in Internal Controls

There were no changes in our internal control over financial reporting that occurred during the three months ended January 31, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

(a) On March 25, 2026, Dillard's, Inc., a Texas corporation (the "Company"), entered into Amendment No. 1 (the "Amendment") to the Agreement and Plan of Merger, dated as of March 20, 2026 (the "Original Merger Agreement", and as amended by the Amendment, the "Merger Agreement"), with W.D. Company, Inc., an Arkansas corporation ("WDC"). The material terms of the Original Merger Agreement were disclosed in a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on March 20, 2026 (the "Merger 8-K'"), and a copy of the Original Merger Agreement was filed as Exhibit 2.1 to the Merger 8-K.

As previously disclosed, the Merger Agreement contemplates a merger of WDC with and into the Company (the "Merger"), with the Company surviving the Merger. The Amendment provides that the Company and WDC will each pay fifty percent (50%) of the filing fee incurred in connection with the filing of the preliminary proxy statement relating to the Merger in accordance with Rules 0-11(c)(1) and 0-11(c)(3) promulgated under the Securities Exchange Act of 1934, as amended. All other terms of the Original Merger Agreement remain the same and in full force and effect

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 2(c) hereto and is incorporated herein by reference

(b) During the three months ended January 31, 2026, none of the Company's directors or officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934) adopted or terminated a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The information called for by this item regarding directors of the Company is incorporated herein by reference from the information under the headings “Proposal No. 3. Election of Directors”, “Audit Committee Report”, and “Information Regarding the Board and Its Committees” in the Proxy Statement.

Information regarding executive officers of the Company is included in Part I of this report under the heading “Information About Our Executive Officers.”

The Company’s Board of Directors (“Board”) has adopted a Code of Conduct that applies to all Company employees, including the Company’s executive officers, and, when appropriate, the members of the Board. As stated in the Code of Conduct, there are certain limited situations in which the Company may waive application of the Code of Conduct to employees or members of the Board. For example, since non-employee members of the Board rarely, if ever, deal financially with vendors and other suppliers of the Company on the Company’s behalf, it may not be appropriate to seek to apply the Code of Conduct to their dealings with these vendors and suppliers on behalf of other organizations which have no relationship to the Company. To the extent that any such waiver applies to an executive officer or a member of the Board, the waiver requires the express approval of the Board, and the Company intends to satisfy the disclosure requirements of Form 8-K regarding any such waiver from, or an amendment to, any provision of the Code of Conduct, by posting such waiver or amendment on the Company’s website. The current version of the Code of Conduct is available free of charge on the Company’s investor relations website, investor.dillards.com, and is available in print to any stockholder who requests copies by contacting Julie J. Guymon, Director of Investor Relations, at the Company’s corporate executive offices at 1600 Cantrell Road, Little Rock, AR 72201.

The information called for by this item regarding insider trading policies of the Company is incorporated herein by reference from the information under the heading “Information Regarding the Board and Its Committees” in the Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION.

The information called for by this item is incorporated herein by reference from the information under the headings “2025 Director Compensation”, “Compensation Discussion and Analysis”, “Compensation Committee Report” and “Executive Compensation” in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise prices of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders*	—	$ —	8,182,673
Equity compensation plans not approved by stockholders	—	—	—
Total	—	$ —	8,182,673

* Included in this category are the following equity compensation plans, which have been approved by the Company's stockholders:

Equity compensation plan	Number of securities available for future issuance
1990 Incentive and Nonqualified Stock Option Plan	5,125,417
1998 Incentive and Nonqualified Stock Option Plan	1,760,905
2000 Incentive and Nonqualified Stock Option Plan	382,705
Dillard's, Inc. Stock Bonus Plan	674,262
Dillard's, Inc. Stock Purchase Plan	125,498
Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan	113,886
	8,182,673

There are no non-stockholder approved plans. Balances presented in the table above are as of January 31, 2026.

Additional information called for by this item is incorporated herein by reference from the information under the headings "Security Ownership of Certain Beneficial Holders" and "Security Ownership of Management" in the Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information called for by this item is incorporated herein by reference from the information under the headings "Certain Relationships and Transactions" and "Information Regarding the Board and Its Committees" in the Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information called for by this item is incorporated herein by reference from the information under the heading "Independent Accountant Fees" in the Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a)(1) and (2) *Financial Statements*

An “Index of Financial Statements” has been filed as a part of this report beginning on page F-1 hereof.

(a)(3) *Exhibits and Management Compensatory Plans*

The “Exhibit Index” beginning on page 43 hereof identifies exhibits incorporated herein by reference or filed with this report.

Exhibit Index

Number	Description
*2(a)	Plan of Conversion (Exhibit 2.1 to Form 8-K dated as of August 20, 2025, File No. 1-6140).
*§2(b)	Agreement and Plan of Merger (Exhibit 2.1 to Form 8-K dated as of March 20, 2026, File No. 1-6140).
2(c)	Amendment No. 1 to Agreement and Plan of Merger.
*3(a)	Certificate of Formation of Dillard's, Inc. (Exhibit 3.1 to Form 8-K dated as of August 20, 2025, File No. 1-6140).
*3(b)	Bylaws of Dillard's, Inc. (Exhibit 3.2 to Form 8-K dated as of August 20, 2025, File No. 1-6140).
*4(a)	Indenture between Registrant and Chemical Bank, Trustee, dated as of May 15, 1988, as supplemented (Exhibit 4 to Registration Statement File No. 33-21671, Exhibit 4.2 to Registration Statement File No. 33-25114, Exhibit 4(c) to Form 8-K dated September 26, 1990, File No. 1-6140 and Exhibit 4-q to Registration Statement File No. 333-59183).
4(b)	Description of Securities.
*+10(a)	1990 Incentive and Nonqualified Stock Option Plan (Exhibit 10(b) to Form 10-K for the fiscal year ended January 30, 1993, File No. 1-6140).
*+10(b)	Senior Management Cash Bonus Plan (Exhibit 10(d) to Form 10-K for the fiscal year ended January 28, 1995, File No. 1-6140).
*+10(c)	1998 Incentive and Nonqualified Stock Option Plan (Exhibit 10(b) to Form 10-K for the fiscal year ended January 30, 1999, File No. 1-6140).
*+10(d)	2000 Incentive and Nonqualified Stock Option Plan (Exhibit 10(e) to Form 10-K for the fiscal year ended February 3, 2001, File No. 1-6140).
*+10(e)	Dillard's, Inc. Stock Bonus Plan, as amended (Exhibit 10(e) to Form 10-K for the fiscal year ended January 30, 2016, File No. 1-6140).
*+10(f)	Dillard's, Inc. Stock Purchase Plan (Exhibit 10.2 to Form 10-Q for the quarter ended April 30, 2005, File No. 1-6140).
*+10(g)	Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan, as amended (Exhibit 10 to Form 10-Q for the fiscal quarter ended May 4, 2024, File No. 1-6140).
*+10(h)	Amended and Restated Dillard's Corporate Officers Non-Qualified Pension Plan (Exhibit 10.1 to Form 8-K dated as of November 21, 2007, File No. 1-6140).
*#10(i)	Credit Card Program Agreement by and between Dillard's, Inc., Citibank, N.A., and for the limited purposes stated therein, Dillard Investment Co. Inc. (Exhibit 10(k) to Form 10-K for the fiscal year ended February 1, 2025, File No. 1-6140).
*10(j)	Five-Year Credit Agreement between Dillard's, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.1 to Form 8-K filed on May 15, 2015, File No. 1-6140).
*10(k)	Amendment No. 1 to Five-Year Credit Agreement between Dillard's, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.1 to Form 8-K dated as of August 11, 2017, File No. 1-6140).

Number	Description
*10(l)	Amendment No. 2 to Five-Year Credit Agreement between Dillard’s, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.1 to Form 8-K dated as of May 4, 2020, File No. 1-6140).
*10(m)	Amendment No. 3 to Five-Year Credit Agreement between Dillard’s, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.1 to Form 8-K dated as of May 3, 2021, File No. 1-6140).
*10(n)	Amendment No. 4 to Five-Year Credit Agreement between Dillard’s, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.2 to Form 10-Q for the quarter ended July 29, 2023, File No. 1-6140).
*10(o)	Amendment No. 5 to Five-Year Credit Agreement between Dillard’s, Inc., Dillard Store Services, Inc. and JPMorgan Chase Bank, N.A. as agent for a syndicate of lenders (Exhibit 10.1 to Form 8-K dated as of March 18, 2025, File No. 1-6140).
*19	Dillard’s, Inc. Insider Trading Policy (Exhibit 19 to Form 10-K for the fiscal year ended February 1, 2025, File No. 1-6140).
21	Subsidiaries of Registrant.
23	Consent of Independent Registered Public Accounting Firm.
31(a)	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(b)	Certification of Co-Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(c)	Certification of Co-Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32(a)	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32(b)	Certification of Co-Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32(c)	Certification of Co-Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
*97	Dillard’s, Inc. Policy for the Recovery of Erroneously Awarded Compensation (Exhibit 97 to Form 10-K for the fiscal year ended February 1, 2025, File No. 1-6140).
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Incorporated by reference as indicated.

+ A management contract or compensatory plan or arrangement.

Certain portions of this exhibit have been omitted because such portions are both not material and is the type the registrant customarily and actually treats as private or confidential.

§ Certain schedules and exhibits to this agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish to the SEC a copy of any omitted schedule or exhibit upon request.

ITEM 16. FORM 10-K SUMMARY.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dillard's, Inc.

By: /s/ Phillip R. Watts
Phillip R. Watts
Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer

By: /s/ Chris B. Johnson
Chris B. Johnson
Senior Vice President and Co-Principal Financial Officer

Date: March 27, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

/s/ William Dillard, II William Dillard, II *Chairman of the Board and Chief Executive Officer (Principal Executive Officer)*	/s/ Chris B. Johnson Chris B. Johnson *Senior Vice President and Co-Principal Financial Officer*
/s/ Alex Dillard Alex Dillard *President and Director*	/s/ Phillip R. Watts Phillip R. Watts *Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer*
/s/ Mike Dillard Mike Dillard *Executive Vice President and Director*	/s/ Drue Matheny Drue Matheny *Executive Vice President and Director*
/s/ Denise Mahaffy Denise Mahaffy *Senior Vice President and Director*	/s/ William Dillard, III William Dillard, III *Senior Vice President and Director*
/s/ Robert C. Connor Robert C. Connor *Director*	/s/ William E. Connor, II William E. Connor, II *Director*
/s/ James I. Freeman James I. Freeman *Director*	/s/ H. Lee Hastings, III H. Lee Hastings, III *Director*
/s/ Rob C. Holmes Rob C. Holmes *Director*	/s/ Reynie Rutledge Reynie Rutledge *Director*
/s/ J.C. Watts, Jr. J.C. Watts, Jr. *Director*	/s/ Nick White Nick White *Director*

Date: March 27, 2026

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INDEX OF FINANCIAL STATEMENTS

DILLARD'S, INC. AND SUBSIDIARIES

Year Ended January 31, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors
Dillard's, Inc.:

Opinions on the Consolidated Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Dillard's, Inc. and subsidiaries (the Company) as of January 31, 2026 and February 1, 2025, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the fiscal years in the three-year period ended January 31, 2026, and the related notes (collectively, the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of January 31, 2026, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 31, 2026 and February 1, 2025, and the results of its operations and its cash flows for each of the fiscal years in the three-year period ended January 31, 2026, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2026 based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Pension Plan projected benefit obligation

As discussed in Notes 1 and 8 to the consolidated financial statements, the Company had an unfunded, non-qualified defined benefit plan (Pension Plan) with a projected benefit obligation of $314.0 million as of January 31, 2026. The Pension Plan's costs are accounted for using actuarial valuations. The discount rate that the Company utilizes for determining the projected benefit obligation is based on the FTSE Above Median Pension yield curve as of the end of each fiscal year.

We identified the evaluation of the Company's measurement of the Pension Plan projected benefit obligation as a critical audit matter. Subjective auditor judgment was required to evaluate the discount rate used to determine the projected benefit obligation, as minor changes in the rate could have a significant impact on the projected benefit obligation. Additionally, the assessment of the discount rate required specialized actuarial skills and knowledge.

The following are the primary procedures we performed to address the critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's benefit obligation process, including a control related to the actuarial determination of the discount rate used in the measurement of the projected benefit obligation. Additionally, we involved an actuarial professional with specialized skills and knowledge, who assisted in the evaluation of the Company's discount rate by:

- assessing changes in the discount rate from the prior year against changes in published indices
- evaluating management's methodology for determining the discount rate that reflects the maturity and duration of the benefit payments and is used to measure the projected benefit obligation
- evaluating the selected yield curve and its consistency with the prior year and spot rate.

/s/ KPMG LLP

We have served as the Company's auditor since 2011.

Dallas, Texas
March 27, 2026

Consolidated Balance Sheets

Dollars in Thousands

	January 31, 2026	February 1, 2025
Assets		
Current assets:		
Cash and cash equivalents	$ 861,460	$ 717,854
Accounts receivable	39,724	55,700
Short-term investments	211,497	325,675
Merchandise inventories	1,201,098	1,172,047
Other current assets	72,792	96,794
Total current assets	2,386,571	2,368,070
Property and equipment:		
Land and land improvements	47,183	47,183
Buildings and leasehold improvements	3,099,243	3,112,469
Furniture, fixtures and equipment	638,337	605,959
Buildings under construction	5,827	10,718
Less accumulated depreciation and amortization	(2,878,784)	(2,774,081)
	911,806	1,002,248
Operating lease assets	36,177	33,562
Deferred income taxes	77,386	69,099
Other assets	93,083	58,075
Total assets	$ 3,505,023	$ 3,531,054
Liabilities and stockholders' equity		
Current liabilities:		
Trade accounts payable and accrued expenses	$ 772,398	$ 795,023
Current portion of long-term debt	96,000	—
Current portion of operating lease liabilities	9,547	11,411
Federal and state income taxes	24,139	28,472
Total current liabilities	902,084	834,906
Long-term debt	225,674	321,567
Operating lease liabilities	26,341	22,345
Other liabilities	371,954	356,076
Subordinated debentures	200,000	200,000
Commitments and contingencies		
Stockholders' equity:		
Common stock, Class A— 120,083,197 and 120,075,882 shares issued; 11,630,838 and 11,923,536 shares outstanding	1,201	1,201
Common stock, Class B (convertible)— 3,986,233 and 3,986,233 shares issued and outstanding	40	40
Additional paid-in capital	975,349	971,524
Accumulated other comprehensive loss	(46,674)	(49,851)
Retained earnings	6,312,651	6,228,048
Less treasury stock, at cost. Class A— 108,452,359 and 108,152,346 shares	(5,463,597)	(5,354,802)
Total stockholders' equity	1,778,970	1,796,160
Total liabilities and stockholders' equity	$ 3,505,023	$ 3,531,054

See notes to consolidated financial statements.

Consolidated Statements of Income

Dollars in Thousands, Except Per Share Data

	Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Net sales	$ 6,473,623	$ 6,482,636	$ 6,752,053
Service charges and other income	89,713	107,595	122,367
	6,563,336	6,590,231	6,874,420
Cost of sales	3,916,862	3,919,549	4,031,108
Selling, general and administrative expenses	1,759,236	1,731,234	1,717,415
Depreciation and amortization	179,341	177,867	179,573
Rentals	19,223	21,419	21,569
Interest and debt (income) expense, net	(6,230)	(13,695)	(4,600)
Other expense	20,797	24,631	18,791
Gain on disposal of assets	(20,373)	(475)	(6,053)
Income before income taxes and equity in earnings of joint ventures	694,480	729,701	916,617
Income taxes	124,700	136,225	177,770
Equity in earnings of joint ventures	407	—	—
Net income	$ 570,187	$ 593,476	$ 738,847
Earnings per share:			
Basic	$ 36.42	$ 36.82	$ 44.73
Diluted	36.42	36.82	44.73

See notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income

Dollars in Thousands

	Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Net income	$ 570,187	$ 593,476	$ 738,847
Other comprehensive income (loss):			
Amortization of retirement plan and other retiree benefit adjustments (net of tax of $(1,016), $3,249, and $(5,003), respectively)	3,177	37,357	(21,486)
Comprehensive income	$ 573,364	$ 630,833	$ 717,361

See notes to consolidated financial statements.

Consolidated Statements of Stockholders' Equity

Dollars in Thousands, Except Share and Per Share Data

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total
	Class A	Class B					
Balance, January 28, 2023	$ 1,200	40	962,839	(65,722)	5,648,700	(4,948,419)	$ 1,598,638
Net income	—	—	—	—	738,847	—	738,847
Other comprehensive loss	—	—	—	(21,486)	—	—	(21,486)
Issuance of 12,754 shares under equity plans	—	—	4,509	—	—	—	4,509
Purchase of 917,652 shares of treasury stock (including excise tax)	—	—	—	—	—	(284,181)	(284,181)
Cash dividends declared:							
Common stock, $20.90 per share	—	—	—	—	(339,259)	—	(339,259)
Balance, February 3, 2024	1,200	40	967,348	(87,208)	6,048,288	(5,232,600)	1,697,068
Net income	—	—	—	—	593,476	—	593,476
Other comprehensive income	—	—	—	37,357	—	—	37,357
Issuance of 9,174 shares under equity plans	1	—	4,176	—	—	—	4,177
Purchase of 329,483 shares of treasury stock (including excise tax)	—	—	—	—	—	(122,202)	(122,202)
Cash dividends declared:							
Common stock, $26.00 per share	—	—	—	—	(413,716)	—	(413,716)
Balance, February 1, 2025	1,201	40	971,524	(49,851)	6,228,048	(5,354,802)	1,796,160
Net income	—	—	—	—	570,187	—	570,187
Other comprehensive income	—	—	—	3,177	—	—	3,177
Issuance of 7,315 shares under equity plans	—	—	3,825	—	—	—	3,825
Purchase of 300,013 shares of treasury stock (including excise tax)	—	—	—	—	—	(108,795)	(108,795)
Cash dividends declared:							
Common stock, $31.10 per share	—	—	—	—	(485,584)	—	(485,584)
Balance, January 31, 2026	$ 1,201	$ 40	$ 975,349	$ (46,674)	$ 6,312,651	$ (5,463,597)	$ 1,778,970

See notes to consolidated financial statements.

Consolidated Statements of Cash Flows

Dollars in Thousands

	Years Ended		
	January 31, 2026	February 1, 2025	February 3, 2024
Operating activities:			
Net income	$ 570,187	$ 593,476	$ 738,847
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of property and other deferred costs	180,862	179,522	181,182
Deferred income taxes	(7,308)	(8,992)	(17,724)
Gain on disposal of assets	(20,373)	(475)	(6,053)
Accrued interest on short-term investments	(8,782)	(11,757)	(5,679)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	15,976	4,847	(3,595)
(Increase) decrease in merchandise inventories	(29,051)	(78,048)	26,209
Decrease (increase) in other current assets	21,702	2,277	(7,819)
Decrease (increase) in other assets	636	(787)	(4,678)
(Decrease) increase in trade accounts payable and accrued expenses and other liabilities	(2,271)	36,471	(22,492)
(Decrease) increase in income taxes payable	(4,570)	(2,407)	5,392
Net cash provided by operating activities	717,008	714,127	883,590
Investing activities:			
Purchase of property and equipment and capitalized software	(93,382)	(104,552)	(132,944)
Proceeds from disposal of assets	25,743	703	6,328
Proceeds from insurance	1,521	—	4,477
Purchase of short-term investments	(534,638)	(696,734)	(295,354)
Proceeds from maturities of short-term investments	657,598	530,852	301,899
Investments related to joint ventures	(34,305)	—	—
Net cash provided by (used in) investing activities	22,537	(269,731)	(115,594)
Financing activities:			
Cash dividends paid	(484,876)	(413,795)	(338,629)
Purchase of treasury stock	(107,756)	(121,034)	(281,411)
Issuance cost of line of credit	(3,307)	—	—
Net cash used in financing activities	(595,939)	(534,829)	(620,040)
Increase (decrease) in cash and cash equivalents	143,606	(90,433)	147,956
Cash and cash equivalents and restricted cash, beginning of period	717,854	808,287	660,331
Cash and cash equivalents, end of period	$ 861,460	$ 717,854	$ 808,287
Non-cash transactions of investing and financing activities:			
Accrued capital expenditures	$ 7,116	$ 6,783	$ 6,219
Stock awards	3,825	4,176	4,509
Accrued purchases of treasury stock and excise taxes	1,039	1,168	2,770
Lease assets obtained in exchange for new operating lease liabilities	14,592	2,852	20,477

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Description of Business and Summary of Significant Accounting Policies

Description of Business—Dillard's, Inc. ("Dillard's" or the "Company") operates retail department stores, located primarily in the southeastern, southwestern and midwestern areas of the United States, and a general contracting construction company based in Little Rock, Arkansas. The Company's fiscal year ends on the Saturday nearest January 31 of each year. Fiscal year 2025 ended on January 31, 2026 and included 52 weeks. Fiscal year 2024 ended on February 1, 2025 and included 52 weeks. Fiscal year 2023 ended on February 3, 2024 and included 53 weeks.

Consolidation—The accompanying consolidated financial statements include the accounts of Dillard's, Inc. and its wholly owned subsidiaries (excluding Dillard's Capital Trust I; see Note 7 for more information). Intercompany accounts and transactions are eliminated in consolidation. Investments in and advances to joint ventures are accounted for by the equity method where the Company does not have control.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include merchandise inventories, self-insured accruals, future cash flows and real estate values for impairment analysis, pension discount rate and taxes. Actual results could differ from those estimates.

Seasonality—The Company's business is highly seasonal, and historically the Company has realized a significant portion of its sales, net income and cash flow in the last quarter of our fiscal year. Due to holiday buying patterns, sales for the fourth quarter average approximately one-third of annual sales. Additionally, working capital requirements fluctuate during the year, increasing in the third quarter in anticipation of the holiday season.

Cash Equivalents—The Company considers all highly liquid investments with an original maturity of 3 months or less when purchased or certificates of deposit with no early withdrawal penalty to be cash equivalents. The Company considers receivables from charge card companies to be cash equivalents because they settle the balances within 2 to 3 days.

Restricted Cash—Restricted cash consists of cash proceeds from the sale of property held in escrow for the acquisition of replacement property under like-kind exchange agreements. The escrow accounts are administered by an intermediary. Pursuant to the like-kind exchange agreements, the cash remains restricted for a maximum of 180 days from the date of the property sale pending the acquisition of replacement property.

Accounts Receivable—Accounts receivable primarily consists of construction receivables of the Company's general contracting construction company, CDI Contractors, LLC ("CDI"), and the monthly settlements of Dillard's share of earnings from its long-term marketing and servicing private label credit card portfolio alliances. Construction receivables are based on amounts billed to customers. The Company provides any allowance for doubtful accounts considered necessary based upon a review of outstanding receivables, historical collection information and existing economic conditions. Accounts receivable are ordinarily due 30 days after the issuance of the invoice. Contract retentions are due 30 days after completion of the project and acceptance by the owner. Accounts that are past due more than 120 days are considered for write-off based on individual credit evaluation and specific circumstances of the customer.

Short-term Investments—Short-term investments are securities with original maturities of greater than three months but less than twelve months and are comprised of U.S. Treasury Bills. The Company determines the classification of these securities as trading, available for sale or held to maturity at the time of purchase and re-evaluates these determinations at each balance sheet date. The Company's short-term investments are classified as held-to-maturity for the periods presented as it has the positive intent and ability to hold these investments to maturity. The Company's held-to-maturity investments are stated at amortized cost, which approximated fair value, and are periodically assessed for other-than-temporary impairment.

Merchandise Inventories—All of the Company's inventories are valued at the lower of cost or market using the last-in, first-out ("LIFO") inventory method. Approximately 95% of the Company's inventories are valued using the LIFO retail inventory method. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a cost to retail ratio to the retail value of inventories. The retail inventory method is an averaging method that is widely used in the retail industry due to its practicality. Inherent in the retail inventory method calculation are certain significant management judgments including, among others, merchandise markon, markups and markdowns, which significantly impact the ending inventory valuation at cost as well as the resulting gross margins. During periods of deflation, inventory values on the first-in, first-out ("FIFO") retail inventory method may be lower than the LIFO retail inventory method. Additionally, inventory values at LIFO cost may be in excess of net realizable value. At January 31, 2026 and February 1, 2025, merchandise inventories valued at LIFO, including adjustments as necessary to record inventory at the lower of cost or market, approximated the cost of such inventories using the FIFO retail inventory method. The application of the LIFO retail inventory method did not result in the recognition of any LIFO charges or credits affecting cost of sales for fiscal 2025, 2024 or 2023.

The Company regularly records a provision for estimated shrinkage, thereby reducing the carrying value of merchandise inventory. Complete physical inventories of the Company's stores and warehouses are generally performed no less frequently than annually, with the recorded amount of merchandise inventory being adjusted to coincide with these physical counts.

Property and Equipment—Property and equipment owned by the Company is stated at cost, which includes related interest costs incurred during periods of construction, less accumulated depreciation and amortization. Interest capitalized during fiscal 2025, 2024, and 2023 was $0.6 million, $2.0 million and $2.2 million, respectively. For financial reporting purposes, depreciation is computed by the straight-line method over estimated useful lives:

Buildings and leasehold improvements	20 - 40 years
Furniture, fixtures and equipment	3 - 10 years

Properties leased by the Company under lease agreements which are determined to be finance leases are stated at an amount equal to the present value of the minimum lease payments during the lease term, less accumulated amortization. The assets under finance leases and leasehold improvements under operating leases are amortized on the straight-line method over the shorter of their useful lives or the related lease terms. The provision for amortization of assets under finance leases is included in depreciation and amortization expense, if any.

Included in property and equipment as of January 31, 2026 and February 1, 2025 are assets held for sale in the amount of $6.8 million. During fiscal 2025, the Company received cash proceeds of $25.7 million and realized a gain of $20.4 million primarily related to the sale of five properties. During fiscal 2023, the Company received cash proceeds of $6.3 million and realized a gain of $6.1 million primarily related to the sale of two store properties.

Depreciation and amortization on property and equipment was approximately $179 million, $178 million and $180 million for fiscal 2025, 2024 and 2023, respectively.

Long-Lived Assets—Fair value measurements of long-lived assets used in operations are required when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. In the evaluation of the fair value and future benefits of long-lived assets, the Company performs an analysis of the anticipated undiscounted future net cash flows of the related long-lived assets. This analysis is performed at the store unit level. If the carrying value of the related asset exceeds the fair value, the carrying value is reduced to its fair value. Various factors including future sales growth, profit margins and real estate values are included in this analysis. Management believes at this time that the carrying values and useful lives continue to be appropriate.

During fiscal 2025, 2024 and 2023, no asset impairment and store closing charges were recorded.

Other Assets—Other assets include investments accounted for by the equity and cost methods, capitalized software and cash surrender value of life insurance policies.

Vendor Allowances—The Company receives concessions from its vendors through a variety of programs and arrangements, including cooperative advertising and margin maintenance programs. The Company has agreements in place with vendors setting forth the specific conditions for each allowance or payment. These agreements range in periods from a few days to up to a year. If the payment is a reimbursement for costs incurred, it is offset against those related costs; otherwise, it is treated as a reduction to the cost of the merchandise. Amounts of vendor concessions are recorded only when an agreement has been reached with the vendor and the collection of the concession is deemed probable.

For cooperative advertising programs, the Company generally offsets the allowances against the related advertising expense when incurred. Many of these programs require proof-of-advertising to be provided to the vendor to support the reimbursement of the incurred cost. Programs that do not require proof-of-advertising are monitored to ensure that the allowance provided by each vendor is a reimbursement of costs incurred to advertise for that particular vendor. If the allowance exceeds the advertising costs incurred on a vendor-specific basis, then the excess allowance from the vendor is recorded as a reduction of merchandise cost for that vendor.

Margin maintenance allowances are credited directly to cost of purchased merchandise in the period earned according to the agreement with the vendor. Under the retail method of accounting for inventory, a portion of these allowances reduces cost of goods sold and a portion reduces the carrying value of merchandise inventory.

Insurance Accruals—The Company's consolidated balance sheets include liabilities with respect to self-insured workers' compensation and general liability claims. The Company's self-insured retention is insured through a wholly-owned captive insurance subsidiary. The Company estimates the required liability of such claims, utilizing an actuarial method, based upon various assumptions, which include, but are not limited to, the Company's historical loss experience, projected loss development factors, actual payroll and other data. The required liability is also subject to adjustment in the future based upon the changes in claims experience, including changes in the number of incidents (frequency) and changes in the ultimate cost per incident (severity). As of January 31, 2026 and February 1, 2025, insurance accruals of $40.3 million and $40.1 million, respectively, were recorded in trade accounts payable and accrued expenses and other liabilities on the consolidated balance sheets.

Operating Leases—The Company leases retail stores, office space and equipment under operating leases. The Company records right-of-use assets and operating lease liabilities for operating leases with lease terms exceeding twelve months. The right-of-use assets are adjusted for lease incentives, including construction allowances and prepaid rent. The Company recognizes minimum rent expense on a straight-line basis over the lease term. Many leases contain contingent rent provisions. Contingent rent is expensed as incurred.

The lease term used for lease evaluation includes renewal option periods only in instances in which the exercise of the option period is reasonably certain.

Revenue Recognition—The Company's retail operations segment recognizes merchandise revenue at the "point of sale". An allowance for sales returns is recorded as a component of net sales in the period in which the related sales are recorded. Sales taxes collected from customers are excluded from revenue and are recorded in trade accounts payable and accrued expenses until remitted to the taxing authorities.

Citibank, N.A. ("Citi") owns and manages Dillard's private label cards under a 10-year agreement ("Citibank Alliance") which expires in fiscal 2034. Pursuant to the Citibank Alliance, we receive on-going cash compensation from Citi based upon the portfolio's earnings. The compensation received from the portfolio is determined monthly and has no recourse provisions. The amount the Company receives is dependent on the level of sales on Citi accounts, the level of balances carried on Citi accounts by Citi customers, payment rates on Citi accounts, finance charge rates and other fees on Citi accounts, the level of credit losses for the Citi accounts as well as Citi's ability to extend credit to our customers. The Company's share of income under the Citibank Alliance and former Wells Fargo Alliance is included as a component of service charges and other income. The Company recognized income of $39.6 million, $54.1 million and $67.2 million from the Citibank Alliance and former Wells Fargo Alliance in fiscal 2025, 2024 and 2023, respectively. The Company participates in the marketing of the private label credit cards, which includes the cost of customer reward programs. Through the reward programs, customers earn points that are redeemable for discounts on future purchases.

The Company defers a portion of its net sales upon the sale of merchandise to its customer reward program members that is recognized in net sales when the reward is redeemed or expired at a future date.

Revenue from CDI construction contracts is generally measured based on the ratio of costs incurred to total estimated contract costs (the “cost-to-cost method”). The length of each contract varies but is typically nine to eighteen months. The progress towards completion is determined by relating the actual costs of work performed to date to the current estimated total costs of the respective contracts. When the estimate on a contract indicates a loss, the entire loss is recorded in the current period.

Gift Card Revenue Recognition—The Company establishes a liability upon the sale of a gift card. The liability is relieved and revenue is recognized when gift cards are redeemed for merchandise. Gift card breakage income is determined based upon historical redemption patterns. The Company uses a homogeneous pool to recognize gift card breakage and will recognize income over the period in proportion to the pattern of rights exercised by the customer when the Company determines that it does not have a legal obligation to remit the value of unredeemed gift cards to the relevant jurisdiction as abandoned property. At that time, the Company will recognize breakage income over the performance period for those gift cards (i.e. 60 months) and will record it in service charges and other income. As of January 31, 2026 and February 1, 2025, gift card liabilities of $68.0 million and $65.6 million, respectively, were included in trade accounts payable and accrued expenses and other liabilities.

Advertising—Advertising and promotional costs, which include newspaper, magazine, Internet, broadcast and other media advertising, are expensed as incurred and were approximately $36.3 million, $36.2 million and $38.1 million, net of cooperative advertising reimbursements of $3.5 million, $3.7 million and $4.4 million for fiscal 2025, 2024 and 2023, respectively. The Company records net advertising expenses in selling, general and administrative expenses.

Income Taxes—Income taxes are recognized for the amount of taxes payable for the current year and deferred tax assets and liabilities for the future tax consequence of events that have been recognized differently in the financial statements than for tax purposes. Deferred tax assets and liabilities are established using statutory tax rates and are adjusted for tax rate changes. Tax positions are analyzed to determine whether it is “more likely than not” that a tax position will be sustained upon examination by the appropriate taxing authorities before any part of the benefit can be recorded in the financial statements. For those tax positions where it is not “more likely than not” that a tax benefit will be sustained, no tax benefit is recognized. The Company classifies accrued interest expense and penalties relating to income tax in the consolidated financial statements as income tax expense.

Shipping and Handling—The Company records shipping and handling reimbursements in service charges and other income. The Company records shipping and handling costs in cost of sales.

Defined Benefit Retirement Plans—The Company’s defined benefit retirement plan costs are accounted for using actuarial valuations. The Company recognizes the funded status of its defined benefit pension plans on the consolidated balance sheet and recognizes changes in the funded status that arise during the period but that are not recognized as components of net periodic benefit cost, within other comprehensive income, net of income taxes.

Comprehensive Income—Comprehensive income is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources. It consists of the net income or loss and other gains and losses affecting stockholders’ equity that, under GAAP, are excluded from net income or loss. One such exclusion is the amortization of retirement plan and other retiree benefit adjustments, which is the only item impacting our accumulated other comprehensive loss.

Supply Concentration—The Company purchases merchandise from many sources and does not believe that the Company was dependent on any one supplier during fiscal 2025.

Recently Adopted Accounting Pronouncements

Improvements to Income Tax Disclosures

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The update requires increased transparency in tax disclosures, specifically by expanding requirements for rate reconciliation and income taxes paid information. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-09 during the fiscal year ended January 31, 2026, and applied the amendments retrospectively to all periods presented in the Company's consolidated financial statements. (see Note 6, *Income Taxes*).

Recently Issued Accounting Pronouncements

Management has considered all recent accounting pronouncements and, except as noted below, believes there is no accounting guidance issued but not yet effective that would be relevant to the Company's consolidated financial statements.

Disaggregation of Income Statement Expenses

In November 2024, the FASB issued ASU No. 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40)*. The update requires disclosure, in the notes to financial statements, of specified information about certain costs and expenses. The amendments in the update require that at each interim and annual reporting period an entity (i) disclose the amounts of (a) purchases of inventory, (b) employee compensation, (c) depreciation, (d) intangible asset amortization, and (e) depreciation, depletion, and amortization recognized as part of oil and gas-producing activities (DD&A) (or other amounts of depletion expense) included in each relevant expense caption; (ii) include certain amounts that are already required to be disclosed under current GAAP in the same disclosure as the other disaggregation requirements; (iii) disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively; and (iv) disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses. The amendments in this update are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements and accompanying notes.

Accounting for Internal-Use Software

In September 2025, the FASB issued ASU No. 2025-06, *Intangibles – Goodwill and Other – Internal -Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. The update requires an entity to start capitalizing software costs when specific conditions are met and removes all references to software development project stages so that the guidance is neutral to different software development methods, including methods that entities may use to develop software in the future. ASU 2025-06 is effective for all entities for annual reporting periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods. Early adoption is permitted as of the beginning of an annual reporting period. The Company is currently evaluating the impact this ASU will have on potential future capitalizable software costs.

2. Business Segments

The Company operates in two reportable segments: the operation of retail department stores and a general contracting construction company.

For the Company's retail operations reportable segment, the Company determined its operating segments on a store by store basis. Each store's operating performance has been aggregated into one reportable segment. The Company's operating segments are aggregated for financial reporting purposes because they are similar in each of the following areas: economic characteristics, class of consumer, nature of products and distribution methods. Revenues from external customers are derived from merchandise sales, and the Company does not rely on any major customers as a source of revenue. Across all stores, the Company operates one store format under the Dillard's name where each store offers the same general mix of merchandise with similar categories and similar customers. The Company believes that disaggregating its operating segments would not provide meaningful additional information.

The Company's chief operating decision maker is the Executive Committee of the Board of Directors, which is comprised of Dillard's Chief Executive Officer and its President. The members of Dillard's Executive Committee use their experience in the retail industry and extensive and specific knowledge of the Dillard's businesses when assessing segment performance and deciding how to allocate resources.

The following table summarizes the percentage of net sales by segment and major product line:

	Fiscal 2025	Fiscal 2024	Fiscal 2023
Retail operations segment:			
Cosmetics	16 %	16 %	16 %
Ladies' apparel	20	20	20
Ladies' accessories and lingerie	14	14	14
Juniors' and children's apparel	9	9	9
Men's apparel and accessories	19	19	19
Shoes	14	14	14
Home and furniture	4	4	4
	96	96	96
Construction segment	4	4	4
Total	100 %	100 %	100 %

The following tables summarize certain segment information, including the reconciliation of those items to the Company's consolidated operations.

	Fiscal 2025		
(in thousands of dollars)	**Retail Operations**	**Construction**	**Consolidated**
Net sales from customers	$ 6,231,533	$ 268,740	$ 6,500,273
Elimination of intersegment revenues	-	(26,650)	(26,650)
Net sales from external customers	6,231,533	242,090	6,473,623
Reconciliation of revenue			
Service charges and other income	89,594	119	89,713
Total net sales and service charges and other income	6,321,127	242,209	6,563,336
Less: [a]			
Cost of sales	3,687,198	229,664	3,916,862
Payroll expense [b]	1,100,993	7,050	1,108,043
Depreciation and amortization	179,024	317	179,341
Rentals	19,009	214	19,223
Interest and investment income	(46,194)	(1,018)	(47,212)
Interest and debt expense	40,982	-	40,982
Other segment items [c]	649,129	2,488	651,617
Income before income taxes and equity in earnings of joint ventures	$ 690,986	$ 3,494	694,480
Income taxes			124,700
Equity in earnings of joint ventures			407
Net income			$ 570,187
Gross margin [d]	$ 2,544,335	$ 12,426	$ 2,556,761
Gross margin percentage	40.8 %	5.1 %	39.5 %
Total assets	$ 3,439,436	$ 65,587	$ 3,505,023
Capital expenditures	$ 92,659	$ 723	$ 93,382

[a] The significant expense categories and amounts align with the segment-level information that is regularly provided to the chief operating decision maker.

[b] Payroll expense does not include amounts capitalized on the balance sheet or included within other expense categories.

[c] Other segment items for each reportable segment includes:

- All SG&A items other than payroll expense
- Other expense
- Gain on disposal of assets

[d] The calculation of gross margin is Net sales from external customers less Cost of sales.

(in thousands of dollars)	Fiscal 2024 Retail Operations	Construction	Consolidated
Net sales from customers	$ 6,218,525	$ 295,218	$ 6,513,743
Elimination of intersegment revenues	-	(31,107)	(31,107)
Net sales from external customers	6,218,525	264,111	6,482,636
Reconciliation of revenue			
Service charges and other income	107,398	197	107,595
Total net sales and service charges and other income	6,325,923	264,308	6,590,231
Less: [a]			
Cost of sales	3,667,860	251,689	3,919,549
Payroll expense [b]	1,087,360	7,338	1,094,698
Depreciation and amortization	177,498	369	177,867
Rentals	21,199	220	21,419
Interest and investment income	(52,679)	(890)	(53,569)
Interest and debt expense	39,874	-	39,874
Other segment items [c]	657,736	2,956	660,692
Income before income taxes and equity in earnings of joint ventures	$ 727,075	$ 2,626	729,701
Income taxes			136,225
Equity in earnings of joint ventures			-
Net income			$ 593,476
Gross margin [d]	$ 2,550,665	$ 12,422	$ 2,563,087
Gross margin percentage	41.0 %	4.7 %	39.5 %
Total assets	$ 3,453,795	$ 77,259	$ 3,531,054
Capital expenditures	$ 104,311	$ 241	$ 104,552

[a] The significant expense categories and amounts align with the segment-level information that is regularly provided to the chief operating decision maker.

[b] Payroll expense does not include amounts capitalized on the balance sheet or included within other expense categories.

[c] Other segment items for each reportable segment includes:

- All SG&A items other than payroll expense
- Other expense
- Gain on disposal of assets

[d] The calculation of gross margin is Net sales from external customers less Cost of sales.

(in thousands of dollars)	Fiscal 2023 Retail Operations	Construction	Consolidated
Net sales from customers	$ 6,479,580	$ 320,795	$ 6,800,375
Elimination of intersegment revenues	-	(48,322)	(48,322)
Net sales from external customers	6,479,580	272,473	6,752,053
Reconciliation of revenue			
Service charges and other income	122,080	287	122,367
Total net sales and service charges and other income	6,601,660	272,760	6,874,420
Less: [a]			
Cost of sales	3,770,509	260,599	4,031,108
Payroll expense [b]	1,079,215	7,049	1,086,264
Depreciation and amortization	179,315	258	179,573
Rentals	21,353	216	21,569
Interest and investment income	(44,567)	(673)	(45,240)
Interest and debt expense	40,640	-	40,640
Other segment items [c]	641,339	2,550	643,889
Income before income taxes and equity in earnings of joint ventures	$ 913,856	$ 2,761	916,617
Income taxes			177,770
Equity in earnings of joint ventures			-
Net income			$ 738,847
Gross margin [d]	$ 2,709,071	$ 11,874	$ 2,720,945
Gross margin percentage	41.8 %	4.4 %	40.3 %
Total assets	$ 3,377,632	$ 71,274	$ 3,448,906
Capital expenditures	$ 132,599	$ 345	$ 132,944

(a) The significant expense categories and amounts align with the segment-level information that is regularly provided to the chief operating decision maker.

(b) Payroll expense does not include amounts capitalized on the balance sheet or included within other expense categories.

(c) Other segment items for each reportable segment includes:

- All SG&A items other than payroll expense
- Other expense
- Gain on disposal of assets

(d) The calculation of gross margin is Net sales from external customers less Cost of sales.

The retail operations segment gives rise to contract liabilities through the customer loyalty program associated with Dillard's private label cards and through the issuances of gift cards. The customer loyalty program liability and a portion of the gift card liability are included in trade accounts payable and accrued expenses, and a portion of the gift card liability is included in other liabilities on the consolidated balance sheets. Our retail operations segment contract liabilities are as follows:

Retail **(in thousands of dollars)**	**January 31, 2026**	**February 1, 2025**	**February 3, 2024**
Contract liabilities	$ 78,386	$ 76,667	$ 85,227

During fiscal 2025 and 2024, the Company recorded $46.0 million and $56.3 million, respectively, in revenue that was previously included in the retail operations contract liability balances of $76.7 million and $85.2 million, at February 1, 2025 and February 3, 2024, respectively.

Construction contracts give rise to accounts receivable, contract assets and contract liabilities. We record accounts receivable based on amounts expected to be collected from customers. We also record costs and estimated earnings in excess of billings on uncompleted contracts (contract assets) and billings in excess of costs and estimated earnings on uncompleted contracts (contract liabilities) in other current assets and trade accounts payable and accrued expenses in the consolidated balance sheets, respectively. The amounts included in the consolidated balance sheets are as follows:

Construction **(in thousands of dollars)**	**January 31, 2026**	**February 1, 2025**	**February 3, 2024**
Accounts receivable	$ 30,598	$ 46,646	$ 47,240
Costs and estimated earnings in excess of billings on uncompleted contracts	2,018	3,913	1,695
Billings in excess of costs and estimated earnings on uncompleted contracts	4,493	6,983	6,307

During fiscal 2025 and 2024, the Company recorded $6.8 million and $6.0 million, respectively, in revenue that was previously included in billings in excess of costs and estimated earnings on uncompleted contracts of $7.0 million and $6.3 million at February 1, 2025 and February 3, 2024, respectively.

The remaining performance obligations related to executed construction contracts totaled $140.8 million and $202.8 million at January 31, 2026 and February 1, 2025, respectively.

3. Revolving Credit Agreement

The Company maintains a revolving credit facility ("credit agreement") for general corporate purposes including, among other uses, working capital financing, the issuance of letters of credit, capital expenditures and, subject to certain restrictions, the repayment of existing indebtedness and share repurchases. The credit agreement, which is secured by certain deposit accounts of the Company and certain inventory of certain subsidiaries, provides a borrowing capacity of $800 million, subject to certain limitations as outlined in the credit agreement, with a $200 million expansion option. The Company pays a variable rate of interest on borrowings under the credit agreement and a commitment fee to the participating banks. There are no financial covenant requirements under the credit agreement provided availability exceeds $80 million and no specified event of default has occurred or is continuing.

In June 2023, the Company amended the credit agreement (the "2023 amendment") to reflect the changes necessary for the phaseout of LIBOR. Pursuant to the 2023 amendment, borrowings under the credit agreement bore interest, at our option, at a rate per annum equal to (1) the then alternative base rate plus the applicable rate or (2) adjusted term or daily simple SOFR, in each case plus 0.10% per annum, plus the applicable rate. The applicable rate was defined as (A) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.75% per annum in the case of term benchmark and RFR loans and (y) 0.75% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The commitment fee for unused borrowings was 0.30% per annum if average borrowings were less than 35% of the total commitments and 0.25% per annum if average borrowings were greater than or equal to 35% of the total commitments. The credit agreement, as amended by the 2023 amendment, was scheduled to mature on April 28, 2026.

In March 2025, the Company amended and extended its revolving credit facility (the "2025 amendment") replacing the Company's previous amended credit agreement. The 2025 amendment continues to have the 0.10% per annum credit spread adjustment to the interest rate for term benchmark and RFR loans but reduced the applicable rate to (A) (x) 1.25% per annum in the case of term benchmark and RFR loans and (y) 0.25% per annum in the case of base rate loans when average quarterly availability is greater than or equal to 50% of the total commitments and (B) (x) 1.50% per annum in the case of term benchmark and RFR loans and (y) 0.50% per annum in the case of base rate loans when average quarterly availability is less than 50% of the total commitments. The 2025 amendment also reduced the unused commitment fee to (A) 0.25% per annum when the average amount utilized is less than 50% of the total commitment and (B) 0.20% per annum when the average amount utilized is greater than or equal to 50% of the total commitment. The facility was arranged by JPMorgan Chase Bank, N.A. The credit agreement, as amended by the 2025 amendment, matures March 12, 2030.

No borrowings under the credit agreement were outstanding at January 31, 2026. Letters of credit totaling $25.3 million were issued under the credit agreement leaving unutilized availability under the facility of $774.7 million at January 31, 2026. The Company had no borrowings during fiscal 2025, 2024 and 2023.

4. Long-Term Debt

Long-term debt, including any current portion, of $321.7 million and $321.6 million was outstanding at January 31, 2026 and February 1, 2025, respectively. The debt outstanding at January 31, 2026 consisted of unsecured notes, bearing interest rates ranging from 7.000% to 7.750% and maturing during fiscal 2026 through fiscal 2028. There are no financial covenants under any of the debt agreements.

Long-term debt maturities over the next five years are (in millions):

Fiscal Year	Long-Term Debt Maturities
2026	$ 96.0
2027	80.0
2028	145.8
2029	—
2030	—

Net interest and debt (income) expense consists of the following:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Interest on long-term debt and subordinated debentures	$ 38,119	$ 36,655	$ 37,308
Revolving credit facility expenses	2,149	2,500	2,564
Amortization of debt expense	763	714	712
Interest income	(47,212)	(53,569)	(45,240)
Other interest	(49)	5	56
	$ (6,230)	$ (13,695)	$ (4,600)

Interest paid during fiscal 2025, 2024 and 2023 was approximately $40.9 million, $37.5 million and $45.0 million, respectively.

5. Trade Accounts Payable and Accrued Expenses

Trade accounts payable and accrued expenses consist of the following:

(in thousands of dollars)	January 31, 2026	February 1, 2025
Trade accounts payable	$ 570,556	$ 601,175
Accrued expenses:		
Taxes, other than income	50,128	48,161
Salaries, wages and employee benefits	80,665	78,542
Liability to customers	50,084	47,184
Interest	7,174	7,281
Rent	1,321	1,433
Other	12,470	11,247
	$ 772,398	$ 795,023

Supplier Finance Program

The Company has a supplier finance program, whereby participating suppliers have the option of payment in advance of an invoice due date, which is paid by certain administering banks, on the basis of invoices that the Company has confirmed as valid and approved. The Company agrees to pay the administering bank the stated amount of confirmed invoices from its designated suppliers on the Company's standard payment terms or on the original due dates of the invoices, as applicable. The Company's suppliers are not required to participate in the supplier finance program.

The early payment transactions between the Company's supplier and the administering bank are subject to an agreement between those parties, and the Company does not participate in any financial aspect of the agreement between the Company's supplier and the administering bank. The Company has not pledged assets or any other security for the committed payment to the administering bank. The Company or the administering bank may terminate the agreement upon at least 30 days' notice.

A reconciliation of the amount of obligations confirmed under the program that remain unpaid by the Company is presented below:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024
Confirmed obligations outstanding under the program	$ 1,384	$ 1,599
Invoices confirmed during the year	23,180	20,742
Confirmed invoices paid during the year	(23,174)	(20,957)
Confirmed obligations outstanding at the end of the year	$ 1,390	$ 1,384

6. Income Taxes

The provision for federal and state income taxes from continuing operations is summarized as follows:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Current:			
Federal	$ 123,528	$ 136,281	$ 185,082
State and local	8,480	8,936	10,412
Total current income tax expense (benefit)	132,008	145,217	195,494
Deferred:			
Federal	(5,198)	(7,382)	(12,621)
State and local	(2,110)	(1,610)	(5,103)
Total deferred income tax expense (benefit)	(7,308)	(8,992)	(17,724)
Total income tax expense (benefit)	$ 124,700	$ 136,225	$ 177,770

A reconciliation between the Company's income tax provision and income tax using the U.S. federal statutory income tax rate of 21% is presented below:

(in thousands of dollars)	Fiscal 2025		Fiscal 2024		Fiscal 2023	
Income tax at the U.S. federal statutory income tax rate	$145,926	21.0%	$153,237	21.0%	$192,490	21.0 %
State and local income taxes, net of federal effect [(a)]	5,437	0.8	6,499	0.9	3,986	0.4
Tax credits	(1,586)	(0.2)	(1,850)	(0.3)	(2,145)	(0.2)
Nontaxable or nondeductible items:						
Dividends paid to ESOP	(29,854)	(4.3)	(26,630)	(3.6)	(21,990)	(2.4)
Other	3,573	0.5	4,963	0.7	4,480	0.5
Changes in unrecognized tax benefits	1,204	0.1	6	—	949	0.1
Total income tax expense (benefit)	$124,700	17.9 %	$136,225	18.7 %	$177,770	19.4 %

(a) States that contribute to the majority (greater than 50%) of the tax effect in this category include Texas and Tennessee for fiscal 2025, Texas, Tennessee, and Arizona for fiscal 2024, and Tennessee, Texas, Arizona, Florida, and Kansas for fiscal 2023.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities as of January 31, 2026 and February 1, 2025 are as follows:

(in thousands of dollars)	January 31, 2026	February 1, 2025
Prepaid expenses	$ 59,192	$ 58,592
Joint venture basis differences	7,132	7,614
Differences between book and tax basis of inventory	32,469	31,215
Operating lease assets	8,056	7,586
Other	—	2
Total deferred tax liabilities	106,849	105,009
Property and equipment bases and depreciation differences	(66,612)	(57,394)
Accruals not currently deductible	(87,308)	(86,878)
Operating lease liabilities	(8,091)	(7,731)
State tax carryforwards	(22,371)	(21,405)
Other	(1,632)	(1,446)
Total deferred tax assets	(186,014)	(174,854)
Valuation allowance	2,116	1,119
Net deferred tax assets	(183,898)	(173,735)
Net deferred income taxes	$ (77,049)	$ (68,726)

Deferred tax assets and liabilities were measured using the federal statutory income tax rate of 21% and the appropriate state statutory income tax rates. State deferred tax assets and liabilities, including net operating loss carryforwards and valuation allowances, are presented net of related federal tax effects.

At January 31, 2026, the Company had a deferred tax asset of approximately $22.4 million, primarily related to state net operating loss carryforwards that could be utilized to reduce the tax liabilities of future years. Approximately $8.6 million of these carryforwards have indefinite lives, and approximately $13.8 million will expire between fiscal 2026 and 2045. Deferred tax assets were reduced by a valuation allowance of approximately $2.1 million primarily for the state net operating loss carryforwards of various members of the affiliated group in states for which the Company determined that it is “more likely than not” that the benefit of the net operating losses will not be realized.

Deferred tax assets and liabilities are presented as follows in the accompanying consolidated balance sheets:

(in thousands of dollars)	January 31, 2026	February 1, 2025
Net deferred tax assets - deferred income taxes	$ (77,386)	$ (69,099)
Net deferred tax liabilities - other liabilities	337	373
Net deferred income taxes	$ (77,049)	$ (68,726)

The total amount of unrecognized tax benefits as of January 31, 2026 was $7.5 million, of which $6.2 million would, if recognized, affect the Company’s effective tax rate. The total amount of unrecognized tax benefits as of February 1, 2025 was $8.0 million, of which $5.8 million would, if recognized, affect the Company’s effective tax rate. Where applicable, associated interest expense and penalties are also recorded in income tax expense. The total amounts of interest and penalties were not material.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Unrecognized tax benefits at beginning of period	$ 8,020	$ 8,110	$ 7,030
Gross increases—tax positions in prior period	75	58	868
Gross decreases—tax positions in prior period	(11)	(261)	(695)
Gross increases—current period tax positions	1,032	1,313	1,405
Settlements	(1,361)	—	—
Lapse of statutes of limitation	(290)	(1,200)	(498)
Unrecognized tax benefits at end of period	$ 7,465	$ 8,020	$ 8,110

The fiscal tax years that remain subject to examination for the federal tax jurisdiction and major state tax jurisdictions are 2022 and forward. At this time, the Company does not expect the results from any income tax audit to have a material impact on the Company’s consolidated financial statements.

The amounts of income taxes paid, net of income tax refunds received, are as follows:

(in millions of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Federal	$ 125.0	$ 139.1	$ 169.1
State and local	9.3	11.4	14.7
Income taxes paid, net of income tax refunds received	$ 134.3	$ 150.5	$ 183.8

7. Subordinated Debentures

At January 31, 2026, the Company had $200 million outstanding of its 7.5% subordinated debentures due August 1, 2038. All of these subordinated debentures were held by Dillard’s Capital Trust I (“Trust”), a 100% owned unconsolidated finance subsidiary of the Company. The subordinated debentures are the sole asset of the Trust. The Company has the right to defer the payment of interest on the subordinated debentures at any time for a period not to exceed 20 consecutive quarters.

At January 31, 2026, the Trust had outstanding $200 million liquidation amount of 7.5% Capital Securities, due August 1, 2038 (the "Capital Securities"). Holders of the Capital Securities are entitled to receive cumulative cash distributions, payable quarterly, at the annual rate of 7.5% of the liquidation amount of $25 per Capital Security. The Capital Securities are subject to mandatory redemption upon repayment of the Company's subordinated debentures. The Company's obligations under the subordinated debentures and related agreements, taken together, provide a full and unconditional guarantee of payments due on the Capital Securities.

The Trust is a variable interest entity and is not consolidated into the Company's financial statements, since the Company is not the primary beneficiary of the Trust.

8. Benefit Plans

The Company has a retirement plan with a 401(k)-salary deferral feature for eligible employees. Under the terms of the plan, eligible employees could contribute up to the lesser of $23,500 ($31,000 if at least 50 years of age) or 75% of eligible pay. Eligible employees with 1 year of service, who elect to participate in the plan or are auto-enrolled, receive a Company matching contribution. Company matching contributions are calculated on the eligible employee's first 6% of elective deferrals with the first 1% being matched 100% and the next 5% being matched 50%. The Company matching contributions are used to purchase Class A Common Stock of the Company for the benefit of the employee. This stock may be immediately diversified into any of the other funds within the plan at the election of the employee. The terms of the plan provide a two-year vesting schedule for the Company matching contribution portion of the plan.

The Company incurred benefit plan expense of approximately $24 million, $22 million and $24 million for fiscal 2025, 2024 and 2023, respectively. Benefit plan expenses are included in selling, general and administrative expenses.

The Company has an unfunded, nonqualified defined benefit plan ("Pension Plan") for its officers. The Pension Plan is noncontributory and provides benefits based on years of service and compensation during employment. Pension expense is determined using an actuarial cost method to estimate the total benefits ultimately payable to officers and allocates this cost to service periods. The actuarial assumptions used to calculate pension costs are reviewed annually. The service cost component of net periodic benefit costs is included in selling, general and administrative expenses, and the interest costs and net actuarial loss components are included in other expense in the consolidated statements of income.

The accumulated benefit obligations, change in projected benefit obligation, change in assets, funded status and reconciliation to amounts recognized in the consolidated balance sheets related to the Pension Plan are as follows:

(in thousands of dollars)	January 31, 2026	February 1, 2025
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 298,918	$ 316,487
Service cost	5,756	6,355
Interest cost	16,424	15,901
Actuarial (gain) loss	1,555	(31,876)
Benefits paid	(8,613)	(7,949)
Benefit obligation at end of year	$ 314,040	$ 298,918
Change in Pension Plan assets:		
Fair value of Pension Plan assets at beginning of year	$ —	$ —
Employer contribution	8,613	7,949
Benefits paid	(8,613)	(7,949)
Fair value of Pension Plan assets at end of year	$ —	$ —
Funded status (Pension Plan assets less benefit obligation)	$ (314,040)	$ (298,918)
Amounts recognized in the balance sheets:		
Accrued benefit liability	$ (314,040)	$ (298,918)
Net amount recognized	$ (314,040)	$ (298,918)
Pretax amounts recognized in accumulated other comprehensive loss:		

Net actuarial loss	$ 55,150	$ 57,310
Prior service cost	—	—
Net amount recognized	$ 55,150	$ 57,310
Accumulated benefit obligation at end of year	$ (295,745)	$ (284,168)

The accrued benefit liability is included in other liabilities. At January 31, 2026 and February 1, 2025, the current portion of the accrued benefit liability of $8.3 million and $8.0 million, respectively, is included in trade accounts payable and accrued expenses.

The increase in the benefit obligation from February 1, 2025 to January 31, 2026 was primarily related to the increases from service and interest costs as well as the change in the discount rate to 5.4% as of January 31, 2026 from 5.6% as of February 1, 2025 partially offset by a reduction from changes in retirement age assumptions on certain officers. The discount rate that the Company utilizes for determining future pension obligations is based on the FTSE Above Median Pension yield curve on its annual measurement date as of the end of each fiscal year and is matched to the future expected cash flows of the benefit plans by semi-annual periods.

Weighted average assumptions are as follows:

	Fiscal 2025	Fiscal 2024	Fiscal 2023
Discount rate—net periodic pension cost	5.6 %	5.1 %	4.8 %
Discount rate—benefit obligations	5.4 %	5.6 %	5.1 %
Rate of compensation increases—net periodic pension cost	3.0 %	3.0 %	2.0 %
Rate of compensation increases—benefit obligations	3.0 %	3.0 %	3.0 %

The components of net periodic benefit costs are as follows:

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Components of net periodic benefit costs:			
Service cost	$ 5,756	$ 6,355	$ 5,047
Interest cost	16,424	15,901	12,948
Net actuarial loss	3,716	8,731	5,843
Net periodic benefit costs	$ 25,896	$ 30,987	$ 23,838
Other changes in benefit obligations recognized in other comprehensive loss (income):			
Net actuarial (gain) loss	$ (2,160)	$ (40,607)	$ 26,490
Amortization of prior service cost	—	—	—
Total recognized in other comprehensive (income) loss	$ (2,160)	$ (40,607)	$ 26,490
Total recognized in net periodic benefit costs and other comprehensive income or loss	$ 23,736	$ (9,620)	$ 50,328

The estimated future benefits payments for the nonqualified benefit plan are as follows:

(in thousands of dollars)	
Fiscal Year	
2026	$ 8,518 *
2027	19,843
2028	21,654
2029	22,003
2030	29,077
2031 - 2035	141,110
Total payments for next ten fiscal years	$ 242,205

* The estimated benefit payment for fiscal 2026 also represents the amount the Company expects to contribute to the Pension Plan for fiscal 2026.

9. Stockholders' Equity

Capital stock is comprised of the following:

Type		Par Value	Shares Authorized
Preferred	$	0.01	10,000,000
Class A, common	$	0.01	289,000,000
Class B, common	$	0.01	11,000,000

During fiscal 2025, the Company reincorporated from the state of Delaware to the state of Texas and eliminated all 5,000 shares of its 5% Cumulative Preferred Stock with a par value of $100.00 previously authorized under the Company's Certificate of Incorporation in Delaware. None of the 5% Cumulative Preferred Stock was outstanding at any time during fiscal 2025.

Holders of Class A Common Stock are empowered as a class to elect one-third of the members of the Board of Directors, and the holders of Class B Common Stock are empowered as a class to elect two-thirds of the members of the Board of Directors. Shares of Class B Common Stock are convertible at the option of any holder thereof into shares of Class A Common Stock at the rate of one share of Class B Common Stock for one share of Class A Common Stock.

During fiscal 2025 and 2024, no shares of Class B Common Stock were converted to shares of Class A Common Stock.

Stock Repurchase Programs

In February 2022, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to $500 million of its Class A Common Stock ("February 2022 Stock Plan"). In May 2023, the Company's Board of Directors approved a stock repurchase program authorizing the Company to repurchase up to $500 million of its Class A Common Stock under an open-ended plan ("May 2023 Stock Plan").

The May 2023 Stock Plan permits the Company to repurchase its Class A Common Stock in the open market, pursuant to preset trading plans meeting the requirements of Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, or through privately negotiated transactions.

The following is a summary of share repurchase activity for the periods indicated (in thousands, except per share data):

	Fiscal 2025		Fiscal 2024		Fiscal 2023	
Cost of shares repurchased	$	107,752	$	121,029	$	281,406
Number of shares repurchased		300		329		918
Average price per share	$	359.16	$	367.33	$	306.66

All repurchases of the Company's Class A Common Stock above were made at the market price at the trade date, and all amounts paid to reacquire these shares were allocated to treasury stock. As of January 31, 2026, the Company had completed the authorized purchases under the February 2022 Stock Plan, and $165.2 million of authorization remained under the May 2023 Stock Plan.

On August 16, 2022, the Inflation Reduction Act of 2022 ("the Act") was signed into law. Under the Act share repurchases after December 31, 2022 are subject to a 1% excise tax. At January 31, 2026, the Company had accrued $1.0 million of excise tax related to its share repurchase program.

10. Accumulated Other Comprehensive Loss ("AOCL")

Reclassifications from AOCL

Reclassifications from AOCL are summarized as follows (in thousands):

Details about AOCL Components	Amount Reclassified from AOCL Fiscal 2025	Amount Reclassified from AOCL Fiscal 2024	Affected Line Item in the Statement Where Net Income Is Presented
Defined benefit pension plan items			
Amortization of actuarial losses	$ 3,716	$ 8,731	Total before tax [(1)]
	484	955	Income tax expense
	$ 3,232	$ 7,776	Total net of tax

(1) This item is included in the computation of net periodic benefit costs. See Note 8 for additional information.

Changes in AOCL

Changes in AOCL by component (net of tax) are summarized as follows (in thousands):

	Defined Benefit Pension Plan Items Fiscal 2025	Defined Benefit Pension Plan Items Fiscal 2024
Beginning balance	$ 49,851	$ 87,208
Other comprehensive loss (income) before reclassifications	55	(29,581)
Amounts reclassified from AOCL	(3,232)	(7,776)
Net other comprehensive income	(3,177)	(37,357)
Ending balance	$ 46,674	$ 49,851

11. Earnings per Share

Basic earnings per share has been computed based upon the weighted average of Class A and Class B common shares outstanding. As no stock options or other dilutive securities were outstanding during any of the respective periods, the calculation of basic and dilutive earnings per share are the same.

Earnings per common share has been computed as follows:

(in thousands, except per share data)	Fiscal 2025 Basic	Fiscal 2025 Diluted	Fiscal 2024 Basic	Fiscal 2024 Diluted	Fiscal 2023 Basic	Fiscal 2023 Diluted
Net earnings available for per-share calculation	$ 570,187	$ 570,187	$ 593,476	$ 593,476	$ 738,847	$ 738,847
Average shares of common stock outstanding	15,655	15,655	16,120	16,120	16,517	16,517
Dilutive effect of stock-based compensation	—	—	—	—	—	—
Total average equivalent shares	15,655	15,655	16,120	16,120	16,517	16,517
Per share of common stock:						
Net income	$ 36.42	$ 36.42	$ 36.82	$ 36.82	$ 44.73	$ 44.73

12. Commitments and Contingencies

At January 31, 2026, the Company is committed to incur costs of approximately $1.1 million to acquire, complete and furnish certain stores and equipment.

At January 31, 2026, letters of credit totaling $25.3 million were issued under the Company's $800 million revolving credit facility.

Various legal proceedings, in the form of lawsuits and claims, which occur in the normal course of business, are pending against the Company and its subsidiaries. In the opinion of management, disposition of these matters is not expected to materially affect the Company's financial position, cash flows or results of operations.

13. Leases

The Company leases retail stores, office space and equipment under operating leases. As of January 31, 2026, right-of-use operating lease assets, which are recorded in operating lease assets in the consolidated balance sheets, totaled $36.2 million, and operating lease liabilities, which are recorded in current portion of operating lease liabilities and operating lease liabilities, totaled $35.9 million.

In determining our operating lease assets and operating lease liabilities, we apply an incremental borrowing rate to the minimum lease payments within each lease agreement. GAAP requires the use of the rate implicit in the lease whenever that rate is readily determinable; furthermore, if the implicit rate is not readily determinable, a lessee may use its incremental borrowing rate. The incremental borrowing rate is the rate of interest that a lessee would have to pay to borrow on a collateralized basis over a similar term an amount equal to the lease payments in a similar economic environment. To estimate our specific incremental borrowing rates that align with applicable lease terms, we utilized a model consistent with the credit quality of our outstanding debt instruments.

Renewal options of five to 10 years exist on the majority of leased properties. The Company has sole discretion in exercising the lease renewal options. We do not recognize operating lease assets or operating lease liabilities at lease inception for renewal periods unless it has been determined that we are reasonably certain of exercising the renewal options. The depreciable life of operating lease assets and related leasehold improvements is limited by the expected lease term.

Contingent rentals on certain leases are based on a percentage of annual sales in excess of specified amounts. Other contingent rentals are based entirely on a percentage of sales. The Company's operating lease agreements do not contain any material residual value guarantees or material restrictive covenants.

There were no finance lease obligations outstanding during fiscal 2025, 2024 and 2023. The following table summarizes the Company's operating leases:

(in thousands of dollars)	Classification - Consolidated Balance Sheets	Operating Leases January 31, 2026	Operating Leases February 1, 2025
Assets			
Total lease assets	Operating lease assets	$ 36,177	$ 33,562
Liabilities			
Current lease liabilities	Current portion of operating lease liabilities	$ 9,547	$ 11,411
Noncurrent lease liabilities	Operating lease liabilities	26,341	22,345
Total lease liabilities		$ 35,888	$ 33,756

Lease Cost

(in thousands of dollars)	Classification - Consolidated Statements of Operations	Operating Lease Cost [(a)] Fiscal 2025	Fiscal 2024	Fiscal 2023
Net lease cost	Rentals	$ 19,223	$ 21,419	$ 21,569

(a) Includes short term lease costs of $2.8 million and $3.9 million and variable lease costs, including contingent rent, of $3.0 million and $3.3 million for fiscal 2025 and 2024, respectively.

Maturities of Lease Liabilities

(in thousands of dollars) Fiscal Year	Total Operating Leases
2026	$ 11,362
2027	10,198
2028	9,020
2029	5,622
2030	925
After 2030	4,175
Total minimum lease payments	41,302
Less amount representing interest	(5,414)
Present value of lease liabilities	$ 35,888

Lease Term and Discount Rate

	January 31, 2026	February 1, 2025	February 3, 2024
Weighted-average remaining lease term			
Operating leases	4.6	4.6	4.6
Weighted-average discount rate			
Operating leases	6.1 %	6.6 %	6.1 %

Other Information

(in thousands of dollars)	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cash paid for amounts included in the measurement of lease liabilities			
Operating cash flows from operating leases	$ 13,948	$ 14,598	$ 13,475
Lease assets obtained in exchange for new operating lease liabilities	$ 14,592	$ 2,852	$ 20,477

14. Fair Value Disclosures

The estimated fair values of financial instruments which are presented herein have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of amounts the Company could realize in a current market exchange.

The fair value of the Company's long-term debt and subordinated debentures is based on market prices and are categorized as Level 1 in the fair value hierarchy.

The fair value of the Company's cash and cash equivalents, restricted cash, if any, and trade accounts receivable approximates their carrying values at January 31, 2026 and February 1, 2025 due to the short-term maturities of these instruments. The Company's short-term investments are recorded at amortized cost, which is consistent with the Company's held-to-maturity classification. The fair values of the Company's long-term debt at both January 31, 2026 and February 1, 2025 were approximately $336 million. The carrying values of the Company's long-term debt at both January 31, 2026 and February 1, 2025 were approximately $322 million. The fair values of the subordinated debentures at January 31, 2026 and February 1, 2025 were approximately $209 million and $206 million, respectively. The carrying values of the subordinated debentures at both January 31, 2026 and February 1, 2025 were $200 million.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

The FASB's accounting guidance utilizes a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value into three broad levels:

- Level 1: Observable inputs such as quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: Inputs, other than quoted prices, that are observable for the asset or liability, either directly or indirectly; these include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions

During fiscal 2025, 2024 and 2023, no asset impairment and store closing charges were recorded.

15. Subsequent Events

Credit card litigation settlement

In February 2026, the Company entered into a settlement agreement related to credit card interchange fee litigation. As a result, the Company received $104.1 million, net of legal expenses, which will be recorded as a pretax gain in the Company's consolidated financial statements in the first quarter of fiscal 2026. In addition, the Company expects to receive a reduction in interchange rates on certain transactions over the next 10 years.

Merger Proposal

On March 19, 2026, the Company's Board of Directors approved a proposed merger with W.D. Company, Inc. ("WDC"), a privately held Arkansas corporation organized as a family holding company to own and hold shares of Dillard's Common Stock primarily for the benefit of the Dillard family. WDC has no business operations and engages in no business activities other than (a) owning, holding, and disposing of certain equity securities, including 41,496 shares of Dillard's Class A Common Stock and 3,985,776 shares of Dillard's Class B Common Stock and a *de minimis* amount of shares of another publicly-traded common stock, and (b) receiving cash dividends from Dillard's and distributing such dividends directly to WDC's shareholders.

On March 20, 2026, the Company entered into an agreement and plan of merger with WDC. Upon shareholder approval and consummation of the merger, WDC will merge with and into the Company, with the Company surviving the merger, and the separate corporate existence of WDC will terminate. Each share of WDC common stock issued and outstanding will be automatically cancelled, and in exchange therefor, each WDC shareholder will be entitled to receive such WDC shareholder's pro rata share of:

- the cash held by WDC *plus* the value of other public company common stock owned by WDC; and
- an amount up to 41,496 shares of Dillard's Class A Common Stock and up to 3,985,776 shares of Dillard's Class B Common Stock, excluding, for the avoidance of doubt, any fractional shares.

Each WDC shareholder will be entitled to receive his or her pro rata share of the merger consideration received. The shares of Dillard's Common Stock held by WDC immediately prior to the merger will automatically become treasury stock of the Company and, immediately thereafter, will be cancelled and returned to the status of authorized but unissued shares available for future reissuance.

Because the merger consideration received consists of a number of shares of Dillard's Class A Common Stock and Dillard's Class B Common Stock identical (subject to reduction to avoid the issuance of fractional shares) to the number of shares of Dillard's Class A Common Stock and Dillard's Class B Common Stock currently held by WDC, the WDC shareholders, collectively, will have the same or a slightly lower percentage interest in the voting power, liquidation value and aggregate book value of Dillard's following the consummation of the merger as such shareholders currently hold. Accordingly, there will be no dilution to current shareholders of Dillard's as a result of the merger.

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Dillard's
The Style of Your Life.

ANNUAL REPORT 2025

BOARD OF DIRECTORS

Robert C. Connor
Investments
Dallas, Texas

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Chairman & Chief Executive Officer of
William E. Connor Group
Hong Kong

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President of Dillard's, Inc.

Mike Dillard
Executive Vice President of Dillard's, Inc.

William Dillard, II
Chairman of the Board & Chief Executive
Officer of Dillard's, Inc.

William Dillard, III
Senior Vice President of Dillard's, Inc.

James I. Freeman
Retired Senior Vice President & Chief
Financial Officer of Dillard's, Inc.

H. Lee Hastings, III
President & Chief Operating Officer
of Hastings Holdings, Inc.
Little Rock, Arkansas

Rob C. Holmes
Chairman, President & Chief
Executive Officer of Texas Capital Bank,
N.A. and Texas Capital Bancshares, Inc.
Dallas, Texas

Denise Mahaffy
Senior Vice President of Dillard's, Inc.

Drue Matheny
Executive Vice President of Dillard's, Inc.

Reynie Rutledge
Chairman of First Security Bancorp
Searcy, Arkansas

J.C. Watts, Jr.
Former Member of Congress,
Chairman of The J.C. Watts Companies
Norman, Oklahoma

Nick White
Chief Executive Officer & President
of White and Associates
Rogers, Arkansas

CORPORATE ORGANIZATION

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Alex Dillard - President
Mike Dillard - Executive Vice President
Drue Matheny - Executive Vice President
William Dillard, III - Senior Vice President
Chris B. Johnson - Senior Vice President
Denise Mahaffy - Senior Vice President
Phillip R. Watts - Senior Vice President
Dean L. Worley - Vice President & General Counsel

VICE PRESIDENTS

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Jo Margaret Bennett
Tom Bolin
Amy Delgado
Michael I. Draper
Annemarie Jazic
Mike Litchford
Bruce Miller
Brant Musgrave
Christine Rowell
Terry White

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Armando Gonzalez
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Alexandra Lucie
Jennifer McKindsey
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PRESIDENTS

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Drue Matheny
Lisa M. Roby
James D. Stockman

GENERAL MERCHANDISE MANAGER

Bob Thompson

REGIONAL VICE PRESIDENTS - STORES

Robby David
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Donna T. Moye
Zeina T. Nassar
Jill Nicholson
Gregory E. Ostberg
Jerry Rios
Shannon Smith

Dillard's
The Style of Your Life.

ANNUAL REPORT 2025

Dillard's was founded by William T. Dillard in 1938 in Nashville, Arkansas with an $8,000 investment in a hometown department store. Today, Dillard's, Inc. ranks among the nation's largest fashion retailers – operating 272 Dillard's stores, including 28 clearance centers, spanning 30 states and an Internet store at dillards.com. The company focuses on delivering style, quality and value to its customers by offering premium fashion apparel, beauty and home collections from both national and exclusive brand sources. Dillard's complements this curated merchandise assortment with exceptional, client-focused customer care.

ANNUAL MEETING

Thursday, May 28, 2026 - 9 AM
Dillard's Corporate Office
1600 Cantrell Road
Little Rock, Arkansas 72201

FINANCIAL & OTHER INFORMATION

Copies of financial documents and other Company information, such as Dillard's, Inc. reports on Form 10-K and 10-Q and other reports filed with the Securities and Exchange Commission are available by contacting:

Dillard's, Inc.
Investor Relations
1600 Cantrell Road, Little Rock, Arkansas 72201
Phone: 501.376.5989

Financial reports, press releases and other Company information are available on the Dillard's, Inc. website: investor.dillards.com.

For questions regarding Dillard's, Inc., please contact:
Julie Johnson Guymon, C.P.A.
Director of Investor Relations
1600 Cantrell Road, Little Rock, Arkansas 72201
Phone: 501.376.5965
Email: julie.guymon@dillards.com

SHAREHOLDER INFORMATION

Registered shareholders should direct communications regarding address changes, lost certificates and other administrative matters to the Company's Transfer Agent and Registrar:

Broadridge Shareholder Services
C/O Broadridge Corporate Issuer Solutions
P.O. Box 1342, Brentwood, NY 11717-0718
Phone: 1.303.974.3397 or 1.855.894.4930
For online shareholder inquiries:
shareholder.broadridge.com

Shareholders in the Dillard's, Inc. Investment & Employee Stock Ownership Plan should direct inquiries to:

Milliman, Inc.
P.O. Box 601524
Dallas, TX 75360-1524
Phone: 1.866.337.4015
For online shareholder inquiries:
millimanbenefits.com

CORPORATE HEADQUARTERS & MAILING ADDRESS

1600 Cantrell Road
Little Rock, Arkansas 72201
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Fax: 501.376.5917

LISTING

New York Stock Exchange, Ticker Symbol "DDS"

ON THE COVER:

From our Antonio Melani collection, effortlessly adding a modern touch to timeless silhouettes.
Available exclusively at Dillard's.