UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended May 4, 2024

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)

DELAWARE	**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)

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

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

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	☐
Non-accelerated filer	☐		
Smaller reporting company	☐	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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

CLASS A COMMON STOCK as of June 1, 2024	12,247,445
CLASS B COMMON STOCK as of June 1, 2024	3,986,233

Index

DILLARD'S, INC.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

DILLARD'S, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In Thousands)

	May 4, 2024	February 3, 2024	April 29, 2023
Assets			
Current assets:			
Cash and cash equivalents	$ 817,825	$ 808,287	$ 848,316
Restricted cash	—	—	8,418
Accounts receivable	49,251	60,547	59,050
Short-term investments	347,164	148,036	98,364
Merchandise inventories	1,387,684	1,093,999	1,410,017
Other current assets	106,241	97,341	79,030
Total current assets	**2,708,165**	**2,208,210**	**2,503,195**
Property and equipment (net of accumulated depreciation of $2,682,449, $2,638,167 and $2,623,182, respectively)	1,062,993	1,074,304	1,108,691
Operating lease assets	41,909	42,681	32,869
Deferred income taxes	64,017	63,951	41,801
Other assets	60,072	59,760	62,473
Total assets	**$ 3,937,156**	**$ 3,448,906**	**$ 3,749,029**
Liabilities and stockholders' equity			
Current liabilities:			
Trade accounts payable and accrued expenses	$ 1,031,325	$ 782,545	$ 1,099,669
Current portion of operating lease liabilities	11,596	11,252	9,086
Federal and state income taxes	87,369	33,959	82,032
Total current liabilities	**1,130,290**	**827,756**	**1,190,787**
Long-term debt	321,487	321,461	321,381
Operating lease liabilities	30,297	31,728	23,691
Other liabilities	380,090	370,893	330,036
Subordinated debentures	200,000	200,000	200,000
Commitments and contingencies			
Stockholders' equity:			
Common stock	1,240	1,240	1,240
Additional paid-in capital	967,348	967,348	962,839
Accumulated other comprehensive loss	(85,264)	(87,208)	(64,378)
Retained earnings	6,224,268	6,048,288	5,846,802
Less treasury stock, at cost	(5,232,600)	(5,232,600)	(5,063,369)
Total stockholders' equity	**1,874,992**	**1,697,068**	**1,683,134**
Total liabilities and stockholders' equity	**$ 3,937,156**	**$ 3,448,906**	**$ 3,749,029**

See notes to condensed consolidated financial statements.

DILLARD'S, INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)
(In Thousands, Except Per Share Data)

	Three Months Ended	
	May 4, 2024	**April 29, 2023**
Net sales	$ 1,549,051	$ 1,583,948
Service charges and other income	23,758	29,959
	1,572,809	1,613,907
Cost of sales	857,825	891,261
Selling, general and administrative expenses	426,674	406,375
Depreciation and amortization	46,119	45,747
Rentals	5,024	4,381
Interest and debt (income) expense, net	(3,532)	123
Other expense	6,158	4,698
Gain on disposal of assets	(267)	(1,793)
Income before income taxes	234,808	263,115
Income taxes	54,770	61,620
Net income	**$ 180,038**	**$ 201,495**
Earnings per share:		
Basic and diluted	$ 11.09	$ 11.85

See notes to condensed consolidated financial statements.

DILLARD'S, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In Thousands)

	Three Months Ended	
	May 4, 2024	**April 29, 2023**
Net income	$ 180,038	$ 201,495
Other comprehensive income:		
Amortization of retirement plan and other retiree benefit adjustments (net of tax of $239 and $117, respectively)	1,944	1,344
Comprehensive income	**$ 181,982**	**$ 202,839**

See notes to condensed consolidated financial statements.

DILLARD'S, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)
(In Thousands, Except Share and Per Share Data)

	Three Months Ended May 4, 2024					
	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total
Balance, February 3, 2024	$ 1,240	$ 967,348	$ (87,208)	$ 6,048,288	$ (5,232,600)	$ 1,697,068
Net income	—	—	—	180,038	—	180,038
Other comprehensive income	—	—	1,944	—	—	1,944
Cash dividends declared:						
Common stock, $0.25 per share	—	—	—	(4,058)	—	(4,058)
Balance, May 4, 2024	$ 1,240	$ 967,348	$ (85,264)	$ 6,224,268	$ (5,232,600)	$ 1,874,992

	Three Months Ended April 29, 2023					
	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total
Balance, January 28, 2023	$ 1,240	$ 962,839	$ (65,722)	$ 5,648,700	$ (4,948,419)	$ 1,598,638
Net income	—	—	—	201,495	—	201,495
Other comprehensive income	—	—	1,344	—	—	1,344
Purchase of 357,154 shares of treasury stock (including excise tax)	—	—	—	—	(114,950)	(114,950)
Cash dividends declared:						
Common stock, $0.20 per share	—	—	—	(3,393)	—	(3,393)
Balance, April 29, 2023	$ 1,240	$ 962,839	$ (64,378)	$ 5,846,802	$ (5,063,369)	$ 1,683,134

See notes to condensed consolidated financial statements.

DILLARD'S, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In Thousands)

	Three Months Ended May 4, 2024	Three Months Ended April 29, 2023
Operating activities:		
Net income	$ 180,038	$ 201,495
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and other deferred costs	46,516	46,155
Gain on disposal of assets	(267)	(1,793)
Accrued interest on short-term investments	(3,196)	(1,881)
Changes in operating assets and liabilities:		
Decrease (increase) in accounts receivable	11,296	(2,098)
Increase in merchandise inventories	(293,685)	(289,809)
(Increase) decrease in other current assets	(9,887)	7,163
Increase in other assets	(186)	(380)
Increase in trade accounts payable and accrued expenses and other liabilities	259,484	261,600
Increase in income taxes payable	54,265	60,496
Net cash provided by operating activities	**244,378**	**280,948**
Investing activities:		
Purchase of property and equipment and capitalized software	(35,175)	(32,348)
Proceeds from disposal of assets	323	1,887
Purchase of short-term investments	(245,932)	(97,543)
Proceeds from maturities of short-term investments	50,000	149,962
Net cash (used in) provided by investing activities	**(230,784)**	**21,958**
Financing activities:		
Cash dividends paid	(4,056)	(3,425)
Purchase of treasury stock	—	(103,078)
Net cash used in financing activities	**(4,056)**	**(106,503)**
Increase in cash and cash equivalents and restricted cash	9,538	196,403
Cash and cash equivalents and restricted cash, beginning of period	808,287	660,331
Cash and cash equivalents and restricted cash, end of period	**$ 817,825**	**$ 856,734**
Non-cash transactions:		
Accrued capital expenditures	$ 6,405	$ 8,608
Accrued purchases of treasury stock and excise taxes	—	11,872
Lease assets obtained in exchange for new operating lease liabilities	2,152	1,807

See notes to condensed consolidated financial statements.

DILLARD'S, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements of Dillard's, Inc. (the "Company") have been prepared in accordance with the rules of the Securities and Exchange Commission ("SEC"). Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three months ended May 4, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending February 1, 2025 due to, among other factors, the seasonal nature of the business.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2024 filed with the SEC on March 29, 2024.

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total of the same such amounts shown in the condensed consolidated statements of cash flows.

(in thousands of dollars)	May 4, 2024	April 29, 2023
Cash and cash equivalents	$ 817,825	$ 848,316
Restricted cash	—	8,418
Total cash and cash equivalents and restricted cash	$ 817,825	$ 856,734

Note 2. Accounting Standards

Recently Adopted Accounting Pronouncements

There have been no recently adopted accounting pronouncements that had a material impact on the Company's condensed consolidated financial statements.

Recently Issued Accounting Pronouncements

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

Improvements to Reportable Segment Disclosures

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*. The update modifies the disclosure/presentation requirements of reportable segments. The amendments in the update require the disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (CODM) and included within each reported measure of segment profit and loss. The amendments also require disclosure of all other segment items by reportable segment and a description of its composition. Additionally, the amendments require disclosure of the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. This update is effective for annual periods beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company is currently evaluating the impact that this guidance will have on its consolidated financial statements and accompanying notes.

Improvements to Income Tax Disclosures

In December 2023, the FASB issued 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. Early adoption is permitted. The Company is currently evaluating the impact that this ASU will have on its income tax disclosures.

Note 3. Business Segments

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

For the Company's retail operations 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 for financial reporting purposes because stores 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 retail operations segment would not provide meaningful additional information.

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

	Three Months Ended	
	May 4, 2024	April 29, 2023
Retail operations segment:		
Cosmetics	16 %	15 %
Ladies' apparel	23	23
Ladies' accessories and lingerie	12	12
Juniors' and children's apparel	10	10
Men's apparel and accessories	17	18
Shoes	15	15
Home and furniture	3	3
	96	96
Construction segment	4	4
Total	100 %	100 %

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

(in thousands of dollars)	Retail Operations	Construction	Consolidated
Three Months Ended May 4, 2024			
Net sales from external customers	$ 1,492,643	$ 56,408	$ 1,549,051
Gross margin	689,185	2,041	691,226
Depreciation and amortization	46,051	68	46,119
Interest and debt (income) expense, net	(3,288)	(244)	(3,532)
Income (loss) before income taxes	235,206	(398)	234,808
Total assets	3,863,603	73,553	3,937,156
Three Months Ended April 29, 2023			
Net sales from external customers	$ 1,514,933	$ 69,015	$ 1,583,948
Gross margin	690,389	2,298	692,687
Depreciation and amortization	45,687	60	45,747
Interest and debt expense (income), net	228	(105)	123
Income before income taxes	262,823	292	263,115
Total assets	3,686,633	62,396	3,749,029

Intersegment construction revenues of $9.4 million and $10.4 million for the three months ended May 4, 2024 and April 29, 2023, respectively, were eliminated during consolidation and have been excluded from net sales for the respective periods.

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 condensed consolidated balance sheets. Our retail operations segment contract liabilities are as follows:

Retail (in thousands of dollars)	May 4, 2024	February 3, 2024	April 29, 2023	January 28, 2023
Contract liabilities	$ 75,075	$ 85,227	$ 76,011	$ 83,909

During the three months ended May 4, 2024 and April 29, 2023, the Company recorded $25.0 million and $24.3 million, respectively, in revenue that was previously included in the retail operations contract liability balances of $85.2 million and $83.9 million at February 3, 2024 and January 28, 2023, 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, respectively, in the condensed consolidated balance sheets. The amounts included in the condensed consolidated balance sheets are as follows:

Construction (in thousands of dollars)	May 4, 2024	February 3, 2024	April 29, 2023	January 28, 2023
Accounts receivable	$ 39,773	$ 47,240	$ 48,334	$ 44,286
Costs and estimated earnings in excess of billings on uncompleted contracts	16,707	1,695	1,473	798
Billings in excess of costs and estimated earnings on uncompleted contracts	7,426	6,307	10,095	10,909

During the three months ended May 4, 2024 and April 29, 2023, the Company recorded $5.1 million and $9.5 million, respectively, in revenue that was previously included in billings in excess of costs and estimated earnings on uncompleted contracts of $6.3 million and $10.9 million at February 3, 2024 and January 28, 2023, respectively.

The remaining performance obligations related to executed construction contracts totaled $187.0 million, $163.7 million and $201.8 million at May 4, 2024, February 3, 2024 and April 29, 2023, respectively.

Note 4. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated (in thousands, except per share data).

	Three Months Ended	
	May 4, 2024	April 29, 2023
Net income	$ 180,038	$ 201,495
Weighted average shares of common stock outstanding	16,230	17,004
Basic and diluted earnings per share	$ 11.09	$ 11.85

The Company maintains a capital structure in which common stock is the only equity security issued and outstanding, and there were no shares of preferred stock, stock options, other dilutive securities or potentially dilutive securities issued or outstanding during the three months ended May 4, 2024 and April 29, 2023.

Note 5. Commitments and Contingencies

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, individually or in the aggregate, is not expected to materially affect the Company’s financial position, cash flows or results of operations.

At May 4, 2024, letters of credit totaling $25.8 million were issued under the Company’s revolving credit facility. See Note 7, *Revolving Credit Agreement*, for additional information.

Note 6. Benefit Plans

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 Company contributed $1.8 million to the Pension Plan during the three months ended May 4, 2024 and expects to make additional contributions to the Pension Plan of approximately $5.6 million during the remainder of fiscal 2024.

The components of net periodic benefit costs are as follows:

	Three Months Ended	
(in thousands of dollars)	May 4, 2024	April 29, 2023
Components of net periodic benefit costs:		
Service cost	$ 1,589	$ 1,262
Interest cost	3,975	3,237
Net actuarial loss	2,183	1,461
Net periodic benefit costs	$ 7,747	$ 5,960

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 condensed consolidated statements of income.

Note 7. Revolving Credit Agreement

The Company maintains a 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.

Effective July 1, 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, the Company pays a variable rate of interest on borrowings under the credit agreement and a commitment fee to the participating banks. The rate of interest on borrowings is Adjusted Daily Simple SOFR, as defined in the 2023 amendment, plus 1.75% if average quarterly availability is less than 50% of the total commitment, as defined in the 2023 amendment ("total commitment"), and the rate of interest on borrowings is Adjusted Daily Simple SOFR, as defined in the 2023 amendment, plus 1.50% if average quarterly availability is greater than or equal to 50% of the total commitment. The commitment fee for unused borrowings is 0.30% per annum if average borrowings are less than 35% of the total commitment and 0.25% if average borrowings are greater than or equal to 35% of the total commitment. As long as availability exceeds $80 million and certain events of default have not occurred and are not continuing, there are no financial covenant requirements under the credit agreement. The credit agreement, as amended by the 2023 amendment, matures on April 28, 2026.

At May 4, 2024, no borrowings were outstanding, and letters of credit totaling $25.8 million were issued under the credit agreement leaving unutilized availability under the facility of $774.2 million.

Note 8. 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 (“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 May 2023 Stock Plan has no expiration date.

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

	Three Months Ended	
	May 4, 2024	April 29, 2023
Cost of shares repurchased	$ —	$ 113,810
Number of shares repurchased	—	357
Average price per share	$ —	$ 318.66

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 May 4, 2024, the Company had completed the authorized purchases under the February 2022 Stock Plan, and $394.0 million of authorization remained under the May 2023 Stock Plan.

Note 9. Income Taxes

During the three months ended May 4, 2024 and April 29, 2023, income tax expense differed from what would be computed using the statutory federal income tax rate primarily due to the effects of state and local income taxes.

Note 10. Gain on Disposal of Assets

During the three months ended April 29, 2023, the Company recorded proceeds of $1.9 million primarily from the sale of one store property, resulting in a gain of $1.8 million that was recorded in gain on disposal of assets.

Note 11. Fair Value Disclosures

The estimated fair values of financial instruments 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 are 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 and trade accounts receivable approximates their carrying values at May 4, 2024 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 value of the Company's long-term debt at May 4, 2024 was approximately $334 million. The carrying value of the Company's long-term debt at May 4, 2024 was approximately $321 million. The fair value of the Company's subordinated debentures at May 4, 2024 was approximately $206 million. The carrying value of the Company's subordinated debentures at May 4, 2024 was $200 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the condensed consolidated financial statements and the footnotes thereto included elsewhere in this report, as well as the financial and other information included in our Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

EXECUTIVE OVERVIEW

The Company noted a continued challenging consumer environment during the three months ended May 4, 2024 with comparable retail sales declining 2%. However, retail gross margin was 46.2% of sales (compared to 45.6% of sales for the three months ended April 29, 2023) leading to a profitable first quarter of 2024. Management attributes the strong gross margin performance to its focus on producing profitable sales by offering interesting product combined with inventory control.

For the three months ended May 4, 2024, the Company reported net income of $180.0 million ($11.09 per share) compared to net income of $201.5 million ($11.85 per share) for the prior year first quarter. Included in net income for the three months ended April 29, 2023 is a pretax gain of $1.8 million ($1.4 million after tax or $0.08 per share) primarily related to the sale of a store property.

Selling, general and administrative ("SG&A") expenses for the three months ended May 4, 2024 increased to $426.7 million (27.5% of sales) from $406.4 million (25.7% of sales) for the prior year first quarter. The increase of $20.3 million is primarily the result of increased payroll expenses.

Net cash provided by operating activities was $244.4 million for the three months ended May 4, 2024 compared to $280.9 million for the prior year first quarter.

As of May 4, 2024, the Company had working capital of $1,577.9 million (including cash and cash equivalents of $817.8 million and short-term investments of $347.2 million) and $521.5 million of total debt outstanding, including $321.5 million of long-term debt and $200.0 million of subordinated debentures.

The Company operated 274 Dillard's stores, including 29 clearance centers, and an internet store as of May 4, 2024.

Key Performance Indicators

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

	Three Months Ended	
	May 4, 2024	April 29, 2023
Net sales (in millions)	$ 1,549.1	$ 1,583.9
Retail stores sales trend	(1)%	(4)%
Comparable retail stores sales trend	(2)%	(4)%
Gross margin (in millions)	$ 691.2	$ 692.7
Gross margin as a percentage of net sales	44.6 %	43.7 %
Retail gross margin as a percentage of retail net sales	46.2 %	45.6 %
Selling, general and administrative expenses as a percentage of net sales	27.5 %	25.7 %
Cash flow provided by operations (in millions)	$ 244.4	$ 280.9
Total retail store count at end of period	274	274
Retail sales per square foot	$ 33	$ 33
Retail store inventory trend	(2)%	3 %
Annualized retail merchandise inventory turnover	2.5	2.5

General

Net sales. Net sales includes merchandise sales of comparable and non-comparable stores and revenue recognized on contracts of CDI Contractors, LLC (“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 marketing and servicing alliance with Wells Fargo Bank, N.A. (“Wells Fargo Alliance”). 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 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.

Seasonality

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.

RESULTS OF OPERATIONS

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

	Three Months Ended	
	May 4, 2024	April 29, 2023
Net sales	100.0 %	100.0 %
Service charges and other income	1.5	1.9
	101.5	101.9
Cost of sales	55.4	56.3
Selling, general and administrative expenses	27.5	25.7
Depreciation and amortization	3.0	2.9
Rentals	0.3	0.3
Interest and debt (income) expense, net	(0.2)	0.0
Other expense	0.4	0.3
Gain on disposal of assets	0.0	(0.1)
Income before income taxes	15.2	16.6
Income taxes	3.5	3.9
Net income	11.6 %	12.7 %

Net Sales

	Three Months Ended		
(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change
Net sales:			
Retail operations segment	$ 1,492,643	$ 1,514,933	$ (22,290)
Construction segment	56,408	69,015	(12,607)
Total net sales	$ 1,549,051	$ 1,583,948	$ (34,897)

The percent change by segment and product category in the Company's sales for the three months ended May 4, 2024 compared to the three months ended April 29, 2023 as well as the sales percentage by segment and product category to total net sales for the three months ended May 4, 2024 are as follows:

	% Change 2024 - 2023	% of Net Sales
Retail operations segment		
Cosmetics	4.6 %	16 %
Ladies' apparel	(1.0)	23
Ladies' accessories and lingerie	(0.5)	12
Juniors' and children's apparel	(3.8)	10
Men's apparel and accessories	(4.6)	17
Shoes	(3.6)	15
Home and furniture	(0.7)	3
		96
Construction segment	(18.3)	4
Total		100 %

Net sales from the retail operations segment decreased $22.3 million, or approximately 1%, and sales in comparable stores decreased approximately 2% during the three months ended May 4, 2024 compared to the three months ended April 29, 2023. Sales in men's apparel and accessories decreased significantly, while sales in juniors' and children's apparel and shoes decreased moderately. Sales in ladies' apparel and home and furniture decreased slightly, while sales in ladies' accessories and lingerie remained essentially flat. Sales in cosmetics increased significantly.

The number of sales transactions decreased by 5% for the three months ended May 4, 2024 compared to the three months ended April 29, 2023, while the average dollars per sales transaction increased by 4%.

We recorded a return asset of $13.5 million and $13.9 million and an allowance for sales returns of $27.2 million and $27.8 million as of May 4, 2024 and April 29, 2023, respectively.

During the three months ended May 4, 2024, net sales from the construction segment decreased $12.6 million, or approximately 18%, compared to the three months ended April 29, 2023, due to a decrease in construction activity. The remaining performance obligations related to executed construction contracts totaled $187.0 million as of May 4, 2024, increasing approximately 14% from February 3, 2024 and decreasing approximately 7% from April 29, 2023, respectively. We expect these remaining performance obligations to be satisfied over the next nine to eighteen months.

Service Charges and Other Income

	Three Months Ended		Three Months
(in thousands of dollars)	**May 4, 2024**	**April 29, 2023**	**$ Change 2024 - 2023**
Service charges and other income:			
Retail operations segment			
Income from Wells Fargo Alliance	$ 11,635	$ 16,859	$ (5,224)
Shipping and handling income	8,968	9,971	(1,003)
Other	3,056	3,053	3
	23,659	29,883	(6,224)
Construction segment	99	76	23
Total service charges and other income	$ 23,758	$ 29,959	$ (6,201)

Service charges and other income is composed primarily of income from the Wells Fargo Alliance. Income from the alliance decreased $5.2 million partially due to increases in credit losses.

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, replacing the existing Wells Fargo Alliance. While future cash flows under this new program are difficult to predict, the Company expects income from the new program to initially be less than historical earnings from the Wells Fargo Alliance. The extent to which future cash flows will vary over the term of the new program from historical cash flows cannot be reasonably estimated at this time.

Gross Margin

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change	% Change
Gross margin:				
Three months ended				
Retail operations segment	$ 689,185	$ 690,389	$ (1,204)	(0.2)%
Construction segment	2,041	2,298	(257)	(11.2)
Total gross margin	$ 691,226	$ 692,687	$ (1,461)	(0.2)%

	Three Months Ended	
	May 4, 2024	April 29, 2023
Gross margin as a percentage of segment net sales:		
Retail operations segment	46.2 %	45.6 %
Construction segment	3.6	3.3
Total gross margin as a percentage of net sales	44.6	43.7

Gross margin, as a percentage of sales, increased to 44.6% from 43.7% during the three months ended May 4, 2024 compared to the three months ended April 29, 2023.

Gross margin from retail operations, as a percentage of sales, increased to 46.2% from 45.6% during the three months ended May 4, 2024 compared to the three months ended April 29, 2023. Gross margin increased moderately in home and furniture and ladies' accessories and lingerie, while increasing slightly in men's apparel and accessories, ladies' apparel and juniors' and children's apparel. Gross margin remained essentially flat in shoes and cosmetics.

Total inventory decreased 2% at May 4, 2024 compared to April 29, 2023. A 1% change in the dollar amount of markdowns would have impacted net income by approximately $1 million for the three months ended May 4, 2024.

Inflation and rising interest costs continue to be a concern for management. The extent to which our business will be affected by inflation and rising interest costs depends on our customers' continuing ability and willingness to accept price increases.

Selling, General and Administrative Expenses (“SG&A”)

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change	% Change
SG&A:				
Three months ended				
Retail operations segment	$ 424,006	$ 404,303	$ 19,703	4.9 %
Construction segment	2,668	2,072	596	28.8
Total SG&A	$ 426,674	$ 406,375	$ 20,299	5.0 %

	Three Months Ended	
	May 4, 2024	April 29, 2023
SG&A as a percentage of segment net sales:		
Retail operations segment	28.4 %	26.7 %
Construction segment	4.7	3.0
Total SG&A as a percentage of net sales	27.5	25.7

SG&A increased to 27.5% of sales during the three months ended May 4, 2024 from 25.7% of sales during the three months ended April 29, 2023, an increase of $20.3 million. SG&A from retail operations increased to 28.4% of sales for the three months ended May 4, 2024 from 26.7% of sales for the three months ended April 29, 2023, an increase of $19.7 million.

The dollar increase in operating expenses in the three month period is primarily due to increased payroll expense. Payroll and payroll-related expenses for the three months ended May 4, 2024 were $302.2 million compared to $282.3 million for the three months ended April 29, 2023, increasing $19.9 million.

Interest and Debt (Income) Expense, Net

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change	% Change
Interest and debt (income) expense, net:				
Three months ended				
Retail operations segment	$ (3,288)	$ 228	$ (3,516)	(1,542.1)%
Construction segment	(244)	(105)	(139)	132.4
Total interest and debt (income) expense, net	$ (3,532)	$ 123	$ (3,655)	(2,971.5)%

Net interest and debt (income) expense improved $3.7 million during the three months ended May 4, 2024 compared to the three months ended April 29, 2023, primarily due to an increase in interest income. Interest income was $13.6 million and $10.0 million for the three months ended May 4, 2024 and April 29, 2023, respectively.

Other Expense

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change	% Change
Other expense:				
Three months ended				
Retail operations segment	$ 6,158	$ 4,698	$ 1,460	31.1 %
Construction segment	—	—	—	—
Total other expense	$ 6,158	$ 4,698	$ 1,460	31.1 %

Other expense increased $1.5 million during the three months ended May 4, 2024 compared to the three months ended April 29, 2023 due to an increase in the interest cost and the amortization of the net actuarial loss related to the Company’s Pension Plan.

Gain on Disposal of Assets

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change
Gain on disposal of assets:			
Three months ended			
Retail operations segment	$ (250)	$ (1,793)	$ 1,543
Construction segment	(17)	—	(17)
Total gain on disposal of assets	$ (267)	$ (1,793)	$ 1,526

During the three months ended April 29, 2023, the Company recorded proceeds of $1.9 million primarily from the sale of one store property, resulting in a gain of $1.8 million that was recorded in gain on disposal of assets.

Income Taxes

The Company's estimated federal and state effective income tax rate was approximately 23.3% and 23.4% for the three months ended May 4, 2024 and April 29, 2023, respectively. During the three months ended May 4, 2024 and April 29, 2023, income tax expense differed from what would be computed using the statutory federal income tax rate primarily due to the effects of state and local income taxes.

The Company expects the fiscal 2024 federal and state effective income tax rate to approximate 23%. This rate may change if results of operations for fiscal 2024 differ from management's current expectations. Changes in the Company's assumptions and judgments can materially affect amounts recognized in the condensed consolidated financial statements.

FINANCIAL CONDITION

A summary of net cash flows for the three months ended May 4, 2024 and April 29, 2023 follows:

(in thousands of dollars)	May 4, 2024	April 29, 2023	$ Change
Operating activities	$ 244,378	$ 280,948	$ (36,570)
Investing activities	(230,784)	21,958	(252,742)
Financing activities	(4,056)	(106,503)	102,447
Total Increase in Cash and Cash Equivalents and Restricted Cash	$ 9,538	$ 196,403	$ (186,865)

Net cash flows from operations decreased $36.6 million during the three months ended May 4, 2024 compared to the three months ended April 29, 2023. This decrease was driven by increased payroll and payroll-related expenses.

Wells Fargo owns and manages the Dillard's private label cards under the Wells Fargo Alliance. The Company recognized income of $11.6 million and $16.9 million from the Wells Fargo Alliance during the three months ended May 4, 2024 and April 29, 2023, respectively.

Pursuant to the Wells Fargo Alliance, we receive on-going cash compensation from Wells Fargo 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 Wells Fargo accounts, the level of balances carried on Wells Fargo accounts by Wells Fargo customers, payment rates on Wells Fargo accounts, finance charge rates and other fees on Wells Fargo accounts, the level of credit losses for the Wells Fargo accounts as well as Wells Fargo's ability to extend credit to our customers. We participate in the marketing of the private label cards, which includes the cost of customer reward programs.

In January 2024, the Company announced that it entered into a new agreement with Citi to provide a credit card program for Dillard's customers, replacing the existing Wells Fargo Alliance. The Dillard's credit card program offered by Citi will include a new co-branded Mastercard as well as a private label credit card. The new co-branded Mastercard will replace the existing co-branded card. Additionally, Citi will provide customer service functions and support certain Dillard's marketing and loyalty program activities related to the new program. The companies expect to launch the new program in late summer 2024 for new Dillard's credit applicants. The transfer of existing accounts to Citi is expected in the fall of 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 a party in accordance with the terms and conditions of the agreement.

While future cash flows under the new program are difficult to predict, the Company expects income from the new program to initially be less than historical earnings from the Wells Fargo Alliance. The extent to which future cash flows will vary over the term of the new program from historical cash flows cannot be reasonably estimated at this time. The income and cash flow that the Company will receive from the new program with Citi will depend on the same factors that impact the Wells Fargo Alliance as discussed above. Any material decrease could adversely affect our operating results and cash flows.

Capital expenditures were $35.2 million and $32.3 million for the three months ended May 4, 2024 and April 29, 2023, respectively. The capital expenditures were primarily related to equipment purchases, the continued construction of new stores and the remodeling of existing stores. During the three months ended May 4, 2024, the Company opened a new location at The Empire Mall in Sioux Falls, South Dakota (140,000 square feet) marking its 30th state of operation. During the three months ended April 29, 2023, the Company opened a 100,000 square foot expansion at Gateway Mall in Lincoln, Nebraska.

The Company has announced the upcoming closure of its Eastwood Mall Clearance Center in Niles, Ohio (120,000 square feet) in June of 2024. There are no material costs associated or expected with this store closure. We remain committed to closing under-performing stores where appropriate and may incur future closing costs related to such stores when they close.

During the three months ended April 29, 2023, the Company received cash proceeds of $1.9 million and recorded a related gain of $1.8 million, primarily from the sale of one store property.

During the three months ended May 4, 2024 and April 29, 2023, the Company purchased certain treasury bills for $245.9 million and $97.5 million, respectively, that are classified as short-term investments. During the three months ended May 4, 2024 and April 29, 2023, the Company received proceeds of $50.0 million and $150.0 million, respectively, related to maturities of these short-term investments.

The Company had cash and cash equivalents of $817.8 million as of May 4, 2024. The Company maintains a 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 is secured by certain deposit accounts of the Company and certain inventory of certain subsidiaries and provides a borrowing capacity of $800 million, subject to certain limitations as outlined in the credit agreement, with a $200 million expansion option. See Note 7, *Revolving Credit Agreement*, in the "Notes to Condensed Consolidated Financial Statements," in Part I, Item 1 hereof for additional information. At May 4, 2024, no borrowings were outstanding, and letters of credit totaling $25.8 million were issued under the credit agreement leaving unutilized availability of $774.2 million.

During the three months ended May 4, 2024, no share repurchases were made under the Company's stock repurchase plan. During the three months ended April 29, 2023, the Company repurchased 0.4 million shares of Class A Common Stock at an average price of $318.66 per share for $113.8 million (including the accrual of $10.7 million of share repurchases that had not settled as of April 29, 2023) under its stock repurchase plans. As of May 4, 2024, $394.0 million of authorization remained under the Company's open stock repurchase plan. The ultimate disposition of the repurchased stock has not been determined. See Note 8, *Stock Repurchase Programs*, in the "Notes to Condensed Consolidated Financial Statements," in Part I, Item 1 hereof for additional information.

On August 16, 2022, the Inflation Reduction Act of 2022 ("the Act") was signed into law. Under the Act, the Company's share repurchases after December 31, 2022 are subject to a 1% excise tax. During the three months ended

April 29, 2023, the Company accrued $1.1 million of excise tax related to its share repurchase programs as an additional cost of treasury shares.

The Company expects to finance its operations during fiscal 2024 from cash on hand, cash flows generated from operations and, if necessary, utilization of the 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.

There have been no material changes in the information set forth under caption “Commercial Commitments” in Item 7-Management’s Discussion and Analysis of Financial Condition and Results of Operations, in the Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

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.

CRITICAL ACCOUNTING POLICIES AND 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 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. For further information on our critical accounting policies and estimates, see “Item 7-Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the notes to our audited financial statements included in our Annual Report on Form 10-K for the year ended February 3, 2024. As of May 4, 2024, there have been no material changes to these critical accounting policies and estimates.

NEW ACCOUNTING STANDARDS

For information with respect to new accounting pronouncements and the impact of these pronouncements on our condensed consolidated financial statements, see Note 2, *Accounting Standards*, in the “Notes to Condensed Consolidated Financial Statements,” in Part I, Item 1 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 statements regarding management’s expectations and forecasts for the remainder of fiscal 2024 and beyond, statements regarding the launch of our new credit program and transfer of existing accounts to Citi, statements concerning the opening of new stores or the closing of existing stores, statements concerning capital expenditures, dividends and sources of liquidity, statements concerning share repurchases, statements concerning pension contributions, statements regarding the impacts of inflation and rising interest rates in fiscal 2024 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, rising interest rates, a potential U.S. Federal government shutdown, 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 (including the Inflation Reduction Act of 2022); changes in legislation and governmental regulations, affecting such matters as the cost of employee benefits or credit card income, such as the Consumer Financial Protection Bureau’s recent amendment to Regulation Z to limit the dollar amounts credit card companies can charge for late fees; 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; 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 the Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes in the information set forth under caption “Item 7A-Quantitative and Qualitative Disclosures about Market Risk” in the Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

Item 4. Controls and Procedures.

The Company has established and maintains disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). 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 quarter covered by this quarterly 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.

There were no changes in our internal control over financial reporting that occurred during the fiscal quarter ended May 4, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. 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 June 7, 2024, the Company is not a party to any legal proceedings that, individually or in the aggregate, are reasonably expected to have a material adverse effect on the Company's business, results of operations, financial condition or cash flows.

Item 1A. Risk Factors.

There have been no material changes in the information set forth under caption "Item 1A-Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2024.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(c) Purchases of Equity Securities

Issuer Purchases of Equity Securities

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
February 4, 2024 through March 2, 2024	—	$ —	—	$ 393,996,507
March 3, 2024 through April 6, 2024	—	—	—	393,996,507
April 7, 2024 through May 4, 2024	—	—	—	393,996,507
Total	—	$ —	—	$ 393,996,507

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"). During the three months ended May 4, 2024, no shares were repurchased under the Company's stock repurchase plan. As of May 4, 2024, $394.0 million of authorization remained under the May 2023 Stock Plan.

Reference is made to the discussion in Note 8, *Stock Repurchase Programs*, in the "Notes to Condensed Consolidated Financial Statements" in Part I, Item 1 of this Quarterly Report on Form 10-Q, which information is incorporated by reference herein.

Item 5. Other Information.

(c) During the three months ended May 4, 2024, 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 6. Exhibits.

Number	Description
10	Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan, as amended.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Co-Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of Co-Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32.2	Certification of Co-Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
32.3	Certification of Co-Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
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)

SIGNATURES

Pursuant to the requirements 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.
(Registrant)

Date: June 7, 2024

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

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

Exhibit 10

**DILLARD'S, INC.
2005 NON-EMPLOYEE DIRECTOR
RESTRICTED STOCK PLAN AS AMENDED ON MAY 18, 2024**

ARTICLE I

PURPOSE

Section 1.01. Purpose. This Dillard's, Inc. 2005 Non-Employee Director Restricted Stock Plan (the "Plan") is intended to attract, retain and motivate non-employee directors of Dillard's, Inc., a Delaware corporation ("Dillard's"), by providing them with a proprietary interest in the growth and performance of Dillard's and to encourage them to increase their stock ownership in Dillard's. The name of the plan shall be the Dillard's, Inc. 2005 Non-Employee Directors Restricted Stock Plan (the "Plan"). The Plan is adopted and effective as of the date set forth in Section 7.04 hereof.

ARTICLE II

DEFINITIONS

Capitalized terms used and not otherwise defined in the Plan shall have the following meanings:

"*Award*" means a grant of Restricted Shares.

"*Board*" or "*Board of Directors*" means the Board of Directors of Dillard's as constituted from time to time.

"*Code*" means the Internal Revenue Code of 1986, as amended from time to time.

"*Committee*" means the Stock Option and Executive Compensation Committee of the Board or any successor thereto or such other Committee designated by the Board.

"*Disability*" shall mean the inability to engage in any substantial gainful activity because of a medically determinable physical or mental impairment which can be expected to last for a continuous period of 12 months or more or that may result in death; or, eligibility for receipt of Dillard's disability benefits for a period of more than three months by reason of a medically determinable physical or mental impairment which can be expected to last for a period of 12 months or more or that may result in death.

"*Employee*" means any person employed by Dillard's or a Subsidiary of Dillard's as an employee (as defined in Section 425(f) of the Code) and not as an independent contractor.

"Non-Employee Director" means any member of the Board who is not an employee of Dillard's or an affiliate of Dillard's.

"*Participant*" means any Non-Employee Director who is selected for participation by the Committee in accordance with Article III and who receives an Award under the Plan.

"*Restricted Period*" means the period during which Awards may be forfeited under Sections 5.03 and 5.04. Notwithstanding the foregoing, under no circumstances shall the Restricted Period with respect to any Participant be less than six months. This minimum Restricted Period is intended to qualify each transaction under the Plan as an exempt transaction pursuant to Rule 16b-3(d)(3) under the Exchange Act.

"*Restricted Shares*" means Shares that are subject to the restrictions (including the restrictions on transferability) and the substantial risks of forfeiture described in the Plan or in an applicable Stock Award Agreement.

"*Retire" or "Retirement*" means ceasing to be a member of the Board as a result of a determination by the Board that such person is no longer eligible to stand for election in accordance with the corporate governance guidelines of Dillard's that may be in effect from time to time.

"*Share*" means a share of Class A Common Stock, $0.01 par value, of Dillard's.

"*Stock Award Agreement*" means an agreement executed by a Participant prior to receiving an Award.

"*Subsidiary*" means (i) any corporation of which Dillard's owns, directly or indirectly, capital stock representing more than 50% of the combined voting power of all classes of capital stock, and (ii) any other entity or enterprise (including, but not limited to, a partnership or joint venture) of which Dillard's owns, directly or indirectly, equity interests representing more than 50% of the combined voting power of all classes of equity.

ARTICLE III

ELIGIBILITY AND PARTICIPATION

Section 3.01. Eligibility. Awards under this Plan may only be made to a person who, at the time of grant of the Award, is a Non-Employee Director.

ARTICLE IV

COMPANY STOCK SUBJECT TO PLAN

Section 4.01. Maximum Number of Shares. The total number of Shares for which Awards may be granted under the Plan shall not exceed 500,000 Shares. The maximum number of Shares issued are subject to adjustment in accordance with Section 4.03. The Shares issued under the Plan may be authorized and unissued Shares or treasury Shares. The number of Shares available for issuance under the Plan shall not be reduced to reflect any dividends or dividend equivalents that are reinvested into additional Shares.

Section 4.02. Forfeited Shares. In the event Awards are forfeited to Dillard's in accordance with the terms of the Plan, the Shares so forfeited again shall be available for grant and issuance under the Plan.

Section 4.03. Recapitalization Adjustment. In the event of any merger, reorganization, consolidation, recapitalization, stock dividend, stock split, share combination or other changes in the corporate structure of Dillard's affecting the Shares, the Committee may make such adjustments to the number of Shares specified in Section 4.01 or in any Award, the kind of capital stock to be issued under the Plan, or both, as it determines, in its sole discretion, to be appropriate to prevent dilution or enlargement of rights under the Plan.

ARTICLE V

AWARDS

Section 5.01. Conditions to Grant. As a condition to the grant of Awards, Dillard's shall require the Participant to execute a Stock Award Agreement prior to issuing the Award.

Section 5.02. Amount of Awards. The amount of Awards to be issued under the Plan may vary from year to year and by Participant to Participant in the Committee's sole discretion. In no event, however, may Awards be issued to any Participant if such issuance would (i) cause the total number of Restricted Shares awarded under the Plan to a single Participant to exceed 5,000 Shares in any fiscal year of Dillard's without being approved by the Board or (ii) cause the total number of Shares issued to all Participants to equal or exceed the maximum amount allowed in Section 4.01. The Committee shall have the right to grant new Awards in exchange for outstanding Awards.

Section 5.03. Restricted Shares.

a) Awards of Restricted Shares shall be subject to the terms and conditions set forth in the Stock Award Agreement.

b) The Committee shall have discretion in determining the terms and conditions of each Award. Awards of Restricted Shares under Stock Award Agreements shall be subject to such restrictions as determined by the Committee.

c) The Committee shall establish any vesting schedule applicable to Restricted Shares and shall specify the periods of restriction, vesting and other requirements. Until the end of the period(s) of time specified in the vesting schedule, the Restricted Shares subject to such Award shall remain subject to forfeiture.

d) Notwithstanding any term, condition, restriction and/or limitation with respect to an Award granted under the Plan but subject to the restrictions on transfer and forfeiture in this Plan, a Participant who has been granted an Award shall be entitled to all of the rights of a shareholder with respect to the Restricted Shares underlying the Award from the date of grant, including voting rights and the rights to receive dividends and other distributions. All Shares or other securities paid on an Award shall be held by the Company and shall be subject to the same restrictions as the Award to which they relate.

Section 5.04. Vesting. Unless otherwise provided in the Stock Award Agreement, all unvested Awards shall become immediately vested upon the Participant's termination of service as a member of the Board prior to the expiration of the Restricted Period as a result of the Participant's Retirement, death or Disability. Upon a Participant's termination of service as a member of the Board for any other reason prior to the expiration of the Restricted Period, all unvested Awards shall be forfeited to Dillard's and be available for reissuance under the Plan. The Committee may accelerate the vesting for any or all of the unvested Awards for any Participant if the Committee determines that the circumstances in a particular case so warrant, and upon such a determination, all restrictions applicable to the Restricted Shares shall lapse.

Section 5.05. Issuance of Awards; Awards Held In Escrow. Unless and until the Awards have vested as set forth in the Plan and the related Stock Award Agreements, such Awards shall be issued in the name of the Participant and held by the Secretary of Dillard's (or its designee) as escrow agent, and shall not be sold, transferred, or otherwise disposed of, and shall not be pledged or otherwise hypothecated other than a transfer of vested Restricted Shares upon death by will, by descent and distribution or by designation of a beneficiary in accordance with Section 7.02. Dillard's may determine to issue the Awards in book entry form and/or may instruct the transfer agent for its common stock to place a legend on certificates representing the Restricted Shares or Performance-Based Restricted Shares or otherwise note its records as to the restrictions on the transfer as set forth in the Plan.

Section 5.06. Delivery of Certificates. As soon as practicable after complete vesting of the Awards granted to the Participant, the Secretary of Dillard's (or its designee), as escrow agent, shall cause to be delivered to the Participant or a broker designated by Dillard's for the purpose of receiving such Shares, a certificate or certificates representing those Shares free of all restrictions created under this Plan and the related Stock Award Agreements. Prior to such delivery, Dillard's may require the Participant to establish a brokerage account with the broker designated by Dillard's to receive the Shares and execute and deliver to Dillard's a written statement, in form satisfactory to Dillard's, in which the Participant represents that he or she is acquiring Shares for the Participant's own account, for investment only and not for resale or distribution of any such Shares.

ARTICLE VI

ADMINISTRATION

Section 6.01. Authority of the Committee.

a) The Plan shall be administered by the Committee. A majority vote of the Committee at which a quorum is present, or acts reduced to or approved in writing by a majority of the members of the Committee, shall be the valid acts of the Committee for the purposes of the Plan.

b) The Committee shall have plenary authority in its discretion, but subject to the express provisions of the Plan, to determine the terms of all Awards granted under the Plan, including, without limitation, the Participants to whom and the time or times at which Awards shall be granted; the vesting schedule for such Award grants; establishing performance-based criteria and determining if such criteria is achieved; to interpret the Plan; and to make all other determinations deemed advisable for the administration of the Plan. All determinations of the Committee shall be made by not less than a majority of its members. The Committee may designate Employees of Dillard's to assist the Committee in the administration of the Plan and may grant authority to such persons to execute agreements or other documents or to take other actions on behalf of the Committee.

c) The Committee may make such rules and regulations and establish such procedures as it deems appropriate for the administration of the Plan.

d) In the event of a disagreement as to the interpretation of the Plan or any amendment hereto or any rule, regulation or procedure thereunder or as to any right or obligation arising from or related to the Plan, the decision of the Committee shall be final and binding. No member of the Committee shall be liable for any action or determination made in good faith with respect to the Plan or any benefit granted under it.

ARTICLE VII

MISCELLANEOUS

Section 7.01. No Rights as Director. Neither the Plan nor any Awards granted hereunder shall confer upon any Participant any right to be elected to or to remain as a member of the Board.

Section 7.02. Designation of Beneficiary. Each Participant from time to time may name any beneficiary or beneficiaries (who may be named contingently or successively) to whom any benefit under the Plan is to be issued or transferred in the event of the Participant's death (or who may exercise the Participant's rights hereunder, if any, that are exercisable following the death of the Participant). Each designation shall revoke all prior designations by the

Participant, shall be in a form prescribed by the Committee and shall be effective only when filed by the Participant in writing with the Committee or its designee during the Participant's lifetime.

Section 7.03. Withholding. Dillard's shall have the right to withhold with respect to any payments or grants made to Participants under the Plan any taxes required by law to be withheld because of such payments or grants. With respect to any such withholding:

(a) Each Participant shall take whatever action that the Committee deems appropriate to comply with the law regarding withholding of federal, state and local taxes.

(b) When a Participant is obligated to pay to Dillard's an amount required to be withheld under applicable income tax laws in connection with the Awards, the Committee may, in its discretion and subject to such rules as it may adopt, permit the Participant to satisfy this obligation, in whole or in part, by delivering to Dillard's already-owned shares to satisfy the withholding amount.

Section 7.04. Effective Date. The Plan is effective on April 15, 2005 (the "Effective Date"). No Shares may be issued unless the Plan is approved by a vote of the holders of a majority, or as otherwise provided in the certificate of incorporation, Bylaws of Dillard's or the listing standards of the New York Stock Exchange, of the outstanding shares of Dillard's common stock cast at a meeting of the stockholders of Dillard's at which a quorum is present held within 12 months following the Effective Date.

Section 7.05. Amendment. The Board may amend the Plan from time to time as it deems desirable or necessary by any applicable rules and regulations, and such amendments shall include the ability of the Board to amend the Plan and, with shareholder approval, to increase the number of Shares subject to the Plan. Any amendment to the Plan shall not apply to Awards granted to Participants that have vested prior to the effective date of the amendment unless it has been otherwise agreed to, in writing, by the Committee and the affected Participant.

Section 7.06. Termination of Plan. The Plan will automatically terminate on April 15, 2035. Notwithstanding the foregoing, the Board may, in its discretion, terminate the Plan earlier at any time, but no such termination shall deprive Participants of their rights under Restricted Share grants existing prior to such termination.

Section 7.07. Successors. The Plan shall inure to the benefit of and shall be binding upon each successor of Dillard's by merger, consolidation or acquisition of all or substantially all of the assets. All rights and obligations imposed upon a Participant and all rights granted to Dillard's under this Plan shall be binding upon the Participant's heirs, legal representatives and successors.

Section 7.08. Notice. Each notice given under the Plan shall be in writing and shall be delivered in person or by certified or registered mail to the proper address. Each notice to Dillard's shall be addressed as follows: Dillard's, Inc., 1600 Cantrell Road, Little Rock, Arkansas 72201, Attention: Secretary. Each notice to a Participant shall be addressed to the Participant at the address of the Participant maintained by Dillard's on its books and records. Anyone to whom a notice may be given under the Plan may designate a new address by written notice to the other party to that effect.

Section 7.09. Compliance with Laws and Requirements. No Shares shall be issued under the Plan unless the issuance and delivery of such shares comply with all applicable provisions of state and federal law, including, without limitation, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, the rules and regulations promulgated thereunder and the requirements of any market system or stock exchange upon which the Shares may then be listed.

Section 7.10. Governing Law. The Plan shall be construed in accordance with and governed by the laws of the State of Delaware.

Exhibit 31.1

CERTIFICATIONS

I, William Dillard, II, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dillard's, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 7, 2024

/s/ William Dillard, II
William Dillard, II
Chairman of the Board and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Phillip R. Watts, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dillard's, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 7, 2024

/s/ Phillip R. Watts

Phillip R. Watts
Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer

Exhibit 31.3

CERTIFICATIONS

I, Chris B. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Dillard’s, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;

   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: June 7, 2024

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

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dillard's, Inc. (the "Company") on Form 10-Q for the period ended May 4, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William Dillard, II, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 7, 2024

/s/ William Dillard, II
William Dillard, II
Chairman of the Board and
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dillard’s, Inc. (the “Company”) on Form 10-Q for the period ended May 4, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Phillip R. Watts, Senior Vice President, Co-Principal Financial Officer and Principal Accounting Officer, of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 7, 2024

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

Exhibit 32.3

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dillard's, Inc. (the "Company") on Form 10-Q for the period ended May 4, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Chris B. Johnson, Senior Vice President and Co-Principal Financial Officer, of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 7, 2024

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