

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Dillard's Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Your **Vote** Counts!

DILLARD'S, INC.

2023 Annual Meeting

For shares held in the 401(k) Plan, vote by May 17, 2023 11:59 PM ET.

All other shares vote by May 19, 2023 11:59 PM ET.

DILLARD'S, INC.
1600 CANTRELL ROAD
LITTLE ROCK, AR 72201
ATTN: JULIE GUYMON



V07191-P89772

You invested in DILLARD'S, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on May 20, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 6, 2023. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

May 20, 2023
9:00 AM CDT

Dillard's Corporate Office
1600 Cantrell Road
Little Rock, Arkansas

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|------------------|
| 1. ELECTION OF DIRECTORS | |
| Class A Nominees: | |
| 1a. James I. Freeman | ✔ For |
| 1b. Rob C. Holmes | ✔ For |
| 1c. Reynie Rutledge | ✔ For |
| 1d. J.C. Watts, Jr. | ✔ For |
| 1e. Nick White | ✔ For |
| 2. PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL 2023. | ✔ For |
| 3. ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | ✔ For |
| 4. ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | 3 Years |
| 5. In their discretion, the proxies are authorized to consider and act upon such other business as may properly come before the meeting or any postponement or adjournment thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".

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2023 Annual Meeting
Vote by May 19, 2023
11:59 PM ET

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1600 CANTRELL ROAD
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|---|------------------|
| 1. ELECTION OF DIRECTORS | |
| Class B Nominees: | |
| 1a. Robert C. Connor | ✔ For |
| 1b. William E. (Chip) Connor, II | ✔ For |
| 1c. Alex Dillard | ✔ For |
| 1d. Mike Dillard | ✔ For |
| 1e. William Dillard, II | ✔ For |
| 1f. William Dillard, III | ✔ For |
| 1g. H. Lee Hastings, III | ✔ For |
| 1h. Denise Mahaffy | ✔ For |
| 1i. Drue Matheny | ✔ For |
| 1j. Warren A. Stephens | ✔ For |
| 2. PROPOSAL TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR FISCAL 2023. | ✔ For |
| 3. ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | ✔ For |
| 4. ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | 3 Years |
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