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 November 2, 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 November 30, 2024	11,917,962
CLASS B COMMON STOCK as of November 30, 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)

	November 2, 2024	February 3, 2024	October 28, 2023
Assets			
Current assets:			
Cash and cash equivalents	$ 980,392	$ 808,287	$ 842,001
Accounts receivable	61,741	60,547	57,412
Short-term investments	128,875	148,036	51,257
Merchandise inventories	1,682,217	1,093,999	1,629,245
Other current assets	89,076	97,341	85,646
Total current assets	**2,942,301**	**2,208,210**	**2,665,561**
Property and equipment (net of accumulated depreciation of $2,769,402, $2,638,167 and $2,699,516, respectively)	1,030,690	1,074,304	1,094,587
Operating lease assets	35,921	42,681	34,462
Deferred income taxes	64,733	63,951	47,563
Other assets	59,417	59,760	55,761
Total assets	**$ 4,133,062**	**$ 3,448,906**	**$ 3,897,934**
Liabilities and stockholders' equity			
Current liabilities:			
Trade accounts payable and accrued expenses	$ 1,214,982	$ 782,545	$ 1,181,198
Current portion of operating lease liabilities	11,721	11,252	8,461
Federal and state income taxes	10,030	33,959	12,500
Total current liabilities	**1,236,733**	**827,756**	**1,202,159**
Long-term debt	321,541	321,461	321,434
Operating lease liabilities	24,338	31,728	26,246
Other liabilities	387,055	370,893	334,457
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	968,909	967,348	964,119
Accumulated other comprehensive loss	(81,376)	(87,208)	(61,689)
Retained earnings	6,415,270	6,048,288	6,126,277
Less treasury stock, at cost	(5,340,648)	(5,232,600)	(5,216,309)
Total stockholders' equity	**1,963,395**	**1,697,068**	**1,813,638**
Total liabilities and stockholders' equity	**$ 4,133,062**	**$ 3,448,906**	**$ 3,897,934**

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		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Net sales	$ 1,427,009	$ 1,476,362	$ 4,465,998	$ 4,627,687
Service charges and other income	24,151	27,872	72,617	87,872
	1,451,160	1,504,234	4,538,615	4,715,559
Cost of sales	819,313	834,537	2,607,469	2,684,633
Selling, general and administrative expenses	418,899	421,825	1,279,232	1,240,743
Depreciation and amortization	44,045	44,707	136,540	135,272
Rentals	4,888	4,932	14,868	14,274
Interest and debt (income) expense, net	(4,478)	(1,790)	(11,944)	(1,535)
Other expense	6,158	4,697	18,474	14,093
Gain on disposal of assets	(171)	(4,053)	(451)	(6,006)
Income before income taxes	162,506	199,379	494,427	634,085
Income taxes	37,910	44,040	115,310	145,740
Net income	**$ 124,596**	**$ 155,339**	**$ 379,117**	**$ 488,345**
Earnings per share:				
Basic and diluted	$ 7.73	$ 9.49	$ 23.42	$ 29.38

See notes to condensed consolidated financial statements.

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

	Three Months Ended		Nine Months Ended	
	November 2, 2024	**October 28, 2023**	**November 2, 2024**	**October 28, 2023**
Net income	$ 124,596	$ 155,339	$ 379,117	$ 488,345
Other comprehensive income:				
Amortization of retirement plan and other retiree benefit adjustments (net of tax of $238, $117, $716 and $350, respectively)	1,945	1,345	5,832	4,033
Comprehensive income	**$ 126,541**	**$ 156,684**	**$ 384,949**	**$ 492,378**

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 November 2, 2024					
	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total
Balance, August 3, 2024	$ 1,240	$ 968,909	$ (83,321)	$ 6,294,693	$ (5,232,600)	$ 1,948,921
Net income	—	—	—	124,596	—	124,596
Other comprehensive income	—	—	1,945	—	—	1,945
Purchase of 293,583 shares of treasury stock (including excise tax)	—	—	—	—	(108,048)	(108,048)
Cash dividends declared:						
Common stock, $0.25 per share	—	—	—	(4,019)	—	(4,019)
Balance, November 2, 2024	$ 1,240	$ 968,909	$ (81,376)	$ 6,415,270	$ (5,340,648)	$ 1,963,395

	Three Months Ended October 28, 2023					
	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Total
Balance, July 29, 2023	$ 1,240	$ 964,119	$ (63,034)	$ 5,975,028	$ (5,167,837)	$ 1,709,516
Net income	—	—	—	155,339	—	155,339
Other comprehensive income	—	—	1,345	—	—	1,345
Purchase of 150,908 shares of treasury stock (including excise tax)	—	—	—	—	(48,472)	(48,472)
Cash dividends declared:						
Common stock, $0.25 per share	—	—	—	(4,090)	—	(4,090)
Balance, October 28, 2023	$ 1,240	$ 964,119	$ (61,689)	$ 6,126,277	$ (5,216,309)	$ 1,813,638

	Nine Months Ended November 2, 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	—	—	—	379,117	—	379,117
Other comprehensive income	—	—	5,832	—	—	5,832
Issuance of 3,600 shares under equity plans	—	1,561	—	—	—	1,561
Purchase of 293,583 shares of treasury stock (including excise tax)	—	—	—	—	(108,048)	(108,048)
Cash dividends declared:						
Common stock, $0.75 per share	—	—	—	(12,135)	—	(12,135)
Balance, November 2, 2024	$ 1,240	$ 968,909	$ (81,376)	$ 6,415,270	$ (5,340,648)	$ 1,963,395

	Nine Months Ended October 28, 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	—	—	—	488,345	—	488,345
Other comprehensive income	—	—	4,033	—	—	4,033
Issuance of 4,500 shares under equity plans	—	1,280	—	—	—	1,280
Purchase of 865,610 shares of treasury stock (including excise tax)	—	—	—	—	(267,890)	(267,890)
Cash dividends declared:						
Common stock, $0.65 per share	—	—	—	(10,768)	—	(10,768)
Balance, October 28, 2023	$ 1,240	$ 964,119	$ (61,689)	$ 6,126,277	$ (5,216,309)	$ 1,813,638

See notes to condensed consolidated financial statements.

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

	Nine Months Ended	
	November 2, 2024	October 28, 2023
Operating activities:		
Net income	$ 379,117	$ 488,345
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and other deferred costs	137,817	136,482
Gain on disposal of assets	(451)	(6,006)
Accrued interest on short-term investments	(9,253)	(4,219)
Changes in operating assets and liabilities:		
Increase in accounts receivable	(1,194)	(460)
Increase in merchandise inventories	(588,218)	(509,037)
Decrease in other current assets	9,820	4,610
(Increase) decrease in other assets	(1,037)	188
Increase in trade accounts payable and accrued expenses and other liabilities	447,635	354,638
Decrease in income taxes payable	(24,802)	(17,434)
Net cash provided by operating activities	**349,434**	**447,107**
Investing activities:		
Purchase of property and equipment and capitalized software	(89,147)	(104,679)
Proceeds from disposal of assets	571	6,254
Proceeds from insurance	—	4,477
Purchase of short-term investments	(422,438)	(148,098)
Proceeds from maturities of short-term investments	450,852	249,962
Net cash (used in) provided by investing activities	**(60,162)**	**7,916**
Financing activities:		
Cash dividends paid	(12,172)	(10,104)
Purchase of treasury stock	(104,995)	(263,249)
Net cash used in financing activities	**(117,167)**	**(273,353)**
Increase in cash and cash equivalents and restricted cash	172,105	181,670
Cash and cash equivalents and restricted cash, beginning of period	808,287	660,331
Cash and cash equivalents, end of period	**$ 980,392**	**$ 842,001**
Non-cash transactions:		
Accrued capital expenditures	$ 9,935	$ 10,934
Stock awards	1,561	1,280
Accrued purchases of treasury stock and excise taxes	3,053	4,641
Lease assets obtained in exchange for new operating lease liabilities	2,152	9,186

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 and nine months ended November 2, 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.

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.

Disaggregation of Income Statement Expenses

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

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		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Retail operations segment:				
Cosmetics	15 %	14 %	15 %	14 %
Ladies' apparel	21	21	22	22
Ladies' accessories and lingerie	13	13	13	13
Juniors' and children's apparel	9	10	9	10
Men's apparel and accessories	19	19	19	19
Shoes	15	15	15	15
Home and furniture	3	3	3	3
	95	95	96	96
Construction segment	5	5	4	4
Total	100 %	100 %	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 November 2, 2024			
Net sales from external customers	$ 1,356,240	$ 70,769	$ 1,427,009
Gross margin	603,480	4,216	607,696
Depreciation and amortization	43,976	69	44,045
Interest and debt (income) expense, net	(4,267)	(211)	(4,478)
Income before income taxes	160,413	2,093	162,506
Total assets	4,053,706	79,356	4,133,062
Three Months Ended October 28, 2023			
Net sales from external customers	$ 1,409,487	$ 66,875	$ 1,476,362
Gross margin	638,612	3,213	641,825
Depreciation and amortization	44,641	66	44,707
Interest and debt (income) expense, net	(1,581)	(209)	(1,790)
Income before income taxes	198,369	1,010	199,379
Total assets	3,828,418	69,516	3,897,934
Nine Months Ended November 2, 2024			
Net sales from external customers	$ 4,275,314	$ 190,684	$ 4,465,998
Gross margin	1,849,863	8,666	1,858,529
Depreciation and amortization	136,240	300	136,540
Interest and debt (income) expense, net	(11,273)	(671)	(11,944)
Income before income taxes	493,097	1,330	494,427
Total assets	4,053,706	79,356	4,133,062
Nine Months Ended October 28, 2023			
Net sales from external customers	$ 4,422,952	$ 204,735	$ 4,627,687
Gross margin	1,934,624	8,430	1,943,054
Depreciation and amortization	135,079	193	135,272
Interest and debt (income) expense, net	(1,078)	(457)	(1,535)
Income before income taxes	631,810	2,275	634,085
Total assets	3,828,418	69,516	3,897,934

Intersegment construction revenues of $6.8 million and $14.4 million for the three months ended November 2, 2024 and October 28, 2023, respectively, and $23.6 million and $34.9 million for the nine months ended November 2, 2024 and October 28, 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)	November 2, 2024	February 3, 2024	October 28, 2023	January 28, 2023
Contract liabilities	$ 67,189	$ 85,227	$ 71,675	$ 83,909

During the nine months ended November 2, 2024 and October 28, 2023, the Company recorded $47.1 million and $44.4 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)**	**November 2, 2024**	**February 3, 2024**	**October 28, 2023**	**January 28, 2023**
Accounts receivable	$ 54,992	$ 47,240	$ 47,089	$ 44,286
Costs and estimated earnings in excess of billings on uncompleted contracts	2,186	1,695	2,069	798
Billings in excess of costs and estimated earnings on uncompleted contracts	12,436	6,307	9,120	10,909

During the nine months ended November 2, 2024 and October 28, 2023, the Company recorded $5.7 million and $10.4 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 $248.8 million, $163.7 million and $220.9 million at November 2, 2024, February 3, 2024 and October 28, 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		**Nine Months Ended**	
	November 2, 2024	**October 28, 2023**	**November 2, 2024**	**October 28, 2023**
Net income	$ 124,596	$ 155,339	$ 379,117	$ 488,345
Weighted average shares of common stock outstanding	16,111	16,377	16,191	16,620
Basic and diluted earnings per share	$ 7.73	$ 9.49	$ 23.42	$ 29.38

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 and nine months ended November 2, 2024 and October 28, 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 November 2, 2024, letters of credit totaling $25.3 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 and $5.5 million to the Pension Plan during the three and nine months ended November 2, 2024, respectively, and expects to make additional contributions to the Pension Plan of approximately $2.5 million during the remainder of fiscal 2024.

The components of net periodic benefit costs are as follows:

	Three Months Ended		Nine Months Ended	
(in thousands of dollars)	**November 2, 2024**	**October 28, 2023**	**November 2, 2024**	**October 28, 2023**
Components of net periodic benefit costs:				
Service cost	$ 1,589	$ 1,262	$ 4,766	$ 3,785
Interest cost	3,975	3,237	11,926	9,711
Net actuarial loss	2,183	1,461	6,548	4,383
Net periodic benefit costs	$ 7,747	$ 5,960	$ 23,240	$ 17,879

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 November 2, 2024, no borrowings were outstanding, and letters of credit totaling $25.3 million were issued under the credit agreement leaving unutilized availability under the facility of $774.7 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		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Cost of shares repurchased	$ 106,991	$ 47,990	$ 106,991	$ 265,244
Number of shares repurchased	294	151	294	866
Average price per share	$ 364.43	$ 318.01	$ 364.43	$ 306.41

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 November 2, 2024, the Company had completed the authorized purchases under the February 2022 Stock Plan, and $287.0 million of authorization remained under the May 2023 Stock Plan.

Note 9. Income Taxes

During the three and nine months ended November 2, 2024 and October 28, 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 October 28, 2023, the Company recorded proceeds of $4.1 million primarily from the sale of a store property, resulting in a gain of $4.1 million that was recorded in gain on disposal of assets. During the nine months ended October 28, 2023, the Company recorded proceeds of $6.3 million primarily from the sale of two store properties, resulting in a gain of $6.0 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 November 2, 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 November 2, 2024 was approximately $337 million. The carrying value of the Company’s long-term debt at November 2, 2024 was approximately $322 million. The fair value of the Company’s subordinated debentures at November 2, 2024 was approximately $206 million. The carrying value of the Company’s subordinated debentures at November 2, 2024 was $200 million.

Note 12. Subsequent Event

On November 21, 2024, the Company announced that its Board of Directors declared a special dividend of $25.00 per share. The dividend is payable on the Class A Common Stock and Class B Common Stock of the Company on

January 6, 2025 to stockholders of record as of December 13, 2024. The Company expects to recognize federal and state income tax benefits due to a deduction related to that portion of the special dividend to be paid to the Dillard’s, Inc. Investment and Employee Stock Ownership Plan.

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

While retail sales declined during our third quarter compared to the prior year third quarter, the Company focused on gross margin performance. The Company also focused on expense control during the quarter following its reports of increased selling, general and administrative ("SG&A") expenses during the first half of the year.

Compared to the prior year third quarter, total retail sales (which exclude construction sales) declined 4% while retail gross margin was 44.5% of sales compared to 45.3%. Inventory increased 3% at November 2, 2024 compared to October 28, 2023.

SG&A expenses for the three months ended November 2, 2024 declined $2.9 million to $418.9 million (29.4% of sales) from $421.8 million (28.6% of sales) for the prior year third quarter.

For the three months ended November 2, 2024, the Company reported net income of $124.6 million ($7.73 per share) compared to net income of $155.3 million ($9.49 per share) for the three months ended October 28, 2023.

Net cash provided by operating activities was $349.4 million for the nine months ended November 2, 2024 compared to $447.1 million for the prior year nine-month period.

As of November 2, 2024, the Company had working capital of $1,705.6 million (including cash and cash equivalents of $980.4 million and short-term investments of $128.9 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 273 Dillard's stores, including 28 clearance centers, and an internet store as of November 2, 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	
	November 2, 2024	October 28, 2023
Net sales (in millions)	$ 1,427.0	$ 1,476.4
Retail stores sales trend	(4)%	(6)%
Comparable retail stores sales trend	(4)%	(6)%
Gross margin (in millions)	$ 607.7	$ 641.8
Gross margin as a percentage of net sales	42.6 %	43.5 %
Retail gross margin as a percentage of retail net sales	44.5 %	45.3 %
Selling, general and administrative expenses as a percentage of net sales	29.4 %	28.6 %
Cash flow provided by operations (in millions)*	$ 349.4	$ 447.1
Total retail store count at end of period	273	273
Retail sales per square foot	$ 30	$ 31
Retail store inventory trend	3 %	(1)%
Annualized retail merchandise inventory turnover	2.1	2.2

* Cash flow from operations data is for the nine months ended November 2, 2024 and October 28, 2023.

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

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

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

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

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

Interest and debt (income) expense, net. Interest and debt (income) expense 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		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Service charges and other income	1.7	1.9	1.6	1.9
	101.7	101.9	101.6	101.9
Cost of sales	57.4	56.5	58.4	58.0
Selling, general and administrative expenses	29.4	28.6	28.6	26.8
Depreciation and amortization	3.1	3.0	3.1	2.9
Rentals	0.3	0.3	0.3	0.3
Interest and debt (income) expense, net	(0.3)	(0.1)	(0.3)	0.0
Other expense	0.4	0.3	0.4	0.3
Gain on disposal of assets	0.0	(0.3)	0.0	(0.1)
Income before income taxes	11.4	13.5	11.1	13.7
Income taxes	2.7	3.0	2.6	3.1
Net income	8.7 %	10.5 %	8.5 %	10.6 %

<u>Net Sales</u>

	Three Months Ended		
(in thousands of dollars)	November 2, 2024	October 28, 2023	$ Change
Net sales:			
Retail operations segment	$ 1,356,240	$ 1,409,487	$ (53,247)
Construction segment	70,769	66,875	3,894
Total net sales	$ 1,427,009	$ 1,476,362	$ (49,353)

The percent change by segment and product category in the Company's sales for the three months ended November 2, 2024 compared to the three months ended October 28, 2023 as well as the sales percentage by segment and product category to total net sales for the three months ended November 2, 2024 are as follows:

	% Change 2024 - 2023	% of Net Sales
Retail operations segment		
Cosmetics	1.6 %	15 %
Ladies' apparel	(4.2)	21
Ladies' accessories and lingerie	(2.0)	13
Juniors' and children's apparel	(7.8)	9
Men's apparel and accessories	(6.4)	19
Shoes	(4.4)	15
Home and furniture	(1.1)	3
		95
Construction segment	5.8	5
Total		100 %

Net sales from the retail operations segment decreased $53.2 million, or approximately 4%, and sales in comparable stores decreased approximately 4% during the three months ended November 2, 2024 compared to the three months ended October 28, 2023. Sales in juniors' and children's apparel and men's apparel and accessories decreased significantly, while sales in shoes, ladies' apparel and ladies' accessories and lingerie decreased moderately. Sales in home and furniture decreased slightly. Sales in cosmetics increased moderately.

The number of sales transactions decreased 7% for the three months ended November 2, 2024 compared to the three months ended October 28, 2023, while the average dollars per sales transaction increased 3%.

We recorded a return asset of $10.5 million and $11.5 million and an allowance for sales returns of $20.2 million and $22.6 million as of November 2, 2024 and October 28, 2023, respectively.

During the three months ended November 2, 2024, net sales from the construction segment increased $3.9 million, or approximately 6%, compared to the three months ended October 28, 2023 due to an increase in construction activity. The remaining performance obligations related to executed construction contracts totaled $248.8 million as of November 2, 2024, increasing approximately 52% from February 3, 2024 and increasing approximately 13% from October 28, 2023, respectively. We expect these remaining performance obligations to be satisfied over the next nine to eighteen months.

	Nine Months Ended		
(in thousands of dollars)	**November 2, 2024**	**October 28, 2023**	**$ Change**
Net sales:			
Retail operations segment	$ 4,275,314	$ 4,422,952	$ (147,638)
Construction segment	190,684	204,735	(14,051)
Total net sales	$ 4,465,998	$ 4,627,687	$ (161,689)

The percent change by segment and product category in the Company's sales for the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023 as well as the sales percentage by segment and product category to total net sales for the nine months ended November 2, 2024 are as follows:

	% Change 2024 - 2023	% of Net Sales
Retail operations segment		
Cosmetics	3.0 %	15 %
Ladies' apparel	(3.7)	22
Ladies' accessories and lingerie	(2.1)	13
Juniors' and children's apparel	(5.3)	9
Men's apparel and accessories	(6.8)	19
Shoes	(4.9)	15
Home and furniture	(0.2)	3
		96
Construction segment	(6.9)	4
Total		100 %

Net sales from the retail operations segment decreased $147.6 million, or approximately 3%, and sales in comparable stores decreased approximately 4% during the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023. Sales in men's apparel and accessories, juniors' and children's apparel and shoes decreased significantly, while sales in ladies' apparel and ladies' accessories and lingerie decreased moderately. Sales in home and furniture remained essentially flat. Sales in cosmetics increased moderately.

The number of sales transactions decreased 7% for the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023, while the average dollars per sales transaction increased 3%.

During the nine months ended November 2, 2024, net sales from the construction segment decreased $14.1 million, or approximately 7%, compared to the nine months ended October 28, 2023 due to a decrease in construction activity.

Service Charges and Other Income

	Three Months Ended		Nine Months Ended		Three Months $ Change	Nine Months $ Change
(in thousands of dollars)	**November 2, 2024**	**October 28, 2023**	**November 2, 2024**	**October 28, 2023**	**2024 - 2023**	**2024 - 2023**
Service charges and other income:						
Retail operations segment						
Income from the Citibank Alliance and former Wells Fargo Alliance	$ 13,285	$ 16,784	$ 37,642	$ 50,908	$ (3,499)	$ (13,266)
Shipping and handling income	7,723	8,431	25,356	27,782	(708)	(2,426)
Other	3,115	2,594	9,465	8,992	521	473
	24,123	27,809	72,463	87,682	(3,686)	(15,219)
Construction segment	28	63	154	190	(35)	(36)
Total service charges and other income	$ 24,151	$ 27,872	$ 72,617	$ 87,872	$ (3,721)	$ (15,255)

Service charges and other income is composed primarily of income from the Citibank Alliance and former Wells Fargo Alliance. Income from the alliances decreased $3.5 million for the three months ended November 2, 2024 compared to the three months ended October 28, 2023, primarily from increases in credit losses and decreases in finance charge income. Income from the alliances decreased $13.3 million for the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023, primarily from increases in credit losses and decreases in finance charge income and late fees.

While future cash flows under the Citibank Alliance are difficult to predict, the Company expects income from this new alliance 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)	November 2, 2024	October 28, 2023	$ Change	% Change
Gross margin:				
Three months ended				
Retail operations segment	$ 603,480	$ 638,612	$ (35,132)	(5.5)%
Construction segment	4,216	3,213	1,003	31.2
Total gross margin	$ 607,696	$ 641,825	$ (34,129)	(5.3)%
Nine months ended				
Retail operations segment	$ 1,849,863	$ 1,934,624	$ (84,761)	(4.4)%
Construction segment	8,666	8,430	236	2.8
Total gross margin	$ 1,858,529	$ 1,943,054	$ (84,525)	(4.4)%

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
Gross margin as a percentage of segment net sales:				
Retail operations segment	44.5 %	45.3 %	43.3 %	43.7 %
Construction segment	6.0	4.8	4.5	4.1
Total gross margin as a percentage of net sales	42.6	43.5	41.6	42.0

Gross margin, as a percentage of sales, decreased to 42.6% from 43.5% during the three months ended November 2, 2024 compared to the three months ended October 28, 2023, respectively.

Gross margin from retail operations, as a percentage of sales, decreased to 44.5% from 45.3% during the three months ended November 2, 2024 compared to the three months ended October 28, 2023, respectively, primarily as a result of increased markdowns. Gross margin decreased moderately in home and furniture and ladies' apparel, while gross margin decreased slightly in juniors' and children's apparel and shoes. Gross margin remained essentially flat in cosmetics and men's apparel and accessories. Gross margin increased slightly in ladies' accessories and lingerie.

Gross margin, as a percentage of sales, decreased to 41.6% from 42.0% during the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023, respectively.

Gross margin from retail operations, as a percentage of sales, decreased to 43.3% from 43.7% during the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023, respectively. Gross margin decreased moderately in home and furniture, while gross margin decreased slightly in ladies' apparel and shoes. Gross margin remained essentially flat in all other product categories.

Total inventory increased 3% at November 2, 2024 compared to October 28, 2023. A 1% change in the dollar amount of markdowns would have impacted net income by approximately $1 million and $4 million for the three and nine months ended November 2, 2024, respectively.

Inflation, trade restrictions, including tariffs, and higher interest rates are a concern for management. The extent to which our business will be affected by these factors depends on our customers' continuing ability and willingness to accept higher costs.

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

(in thousands of dollars)	November 2, 2024	October 28, 2023	$ Change	% Change
SG&A:				
Three months ended				
Retail operations segment	$ 416,652	$ 419,470	$ (2,818)	(0.7)%
Construction segment	2,247	2,355	(108)	(4.6)
Total SG&A	$ 418,899	$ 421,825	$ (2,926)	(0.7)%
Nine months ended				
Retail operations segment	$ 1,271,508	$ 1,234,283	$ 37,225	3.0 %
Construction segment	7,724	6,460	1,264	19.6
Total SG&A	$ 1,279,232	$ 1,240,743	$ 38,489	3.1 %

	Three Months Ended		Nine Months Ended	
	November 2, 2024	October 28, 2023	November 2, 2024	October 28, 2023
SG&A as a percentage of segment net sales:				
Retail operations segment	30.7 %	29.8 %	29.7 %	27.9 %
Construction segment	3.2	3.5	4.1	3.2
Total SG&A as a percentage of net sales	29.4	28.6	28.6	26.8

SG&A increased to 29.4% of sales during the three months ended November 2, 2024 from 28.6% of sales during the three months ended October 28, 2023, while decreasing $2.9 million. SG&A from retail operations increased to 30.7% of sales for the three months ended November 2, 2024 from 29.8% of sales for the three months ended October 28, 2023, while decreasing $2.8 million.

SG&A increased to 28.6% of sales during the nine months ended November 2, 2024 from 26.8% of sales during the nine months ended October 28, 2023, an increase of $38.5 million. SG&A from retail operations increased to 29.7% of sales for the nine months ended November 2, 2024 from 27.9% of sales for the nine months ended October 28, 2023, an increase of $37.2 million.

During the three months ended November 2, 2024 compared to the three months ended October 28, 2023, payroll and payroll-related expenses were $298.5 million and $296.7 million, increasing $1.8 million. During those periods, payroll expense decreased $0.1 million while payroll-related expenses increased $1.9 million, primarily from increased insurance benefit expense.

During the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023, payroll and payroll-related expenses were $905.0 million and $869.9 million, increasing $35.1 million.

The Company plans to continue its focus of aligning expenses with sales performance.

Interest and Debt (Income) Expense, Net

(in thousands of dollars)	November 2, 2024	October 28, 2023	$ Change	% Change
Interest and debt (income) expense, net:				
Three months ended				
Retail operations segment	$ (4,267)	$ (1,581)	$ (2,686)	169.9 %
Construction segment	(211)	(209)	(2)	1.0
Total interest and debt (income) expense, net	$ (4,478)	$ (1,790)	$ (2,688)	150.2 %
Nine months ended				
Retail operations segment	$ (11,273)	$ (1,078)	$ (10,195)	945.7 %
Construction segment	(671)	(457)	(214)	46.8
Total interest and debt (income) expense, net	$ (11,944)	$ (1,535)	$ (10,409)	678.1 %

Net interest and debt (income) expense improved $2.7 million and $10.4 million during the three and nine months ended November 2, 2024 compared to the three and nine months ended October 28, 2023, respectively, primarily due to an increase in interest income. Interest income was $14.1 million and $11.7 million for the three months ended November 2, 2024 and October 28, 2023, respectively, and interest income was $41.4 million and $31.7 million for the nine months ended November 2, 2024 and October 28, 2023, respectively.

Other Expense

(in thousands of dollars)	November 2, 2024	October 28, 2023	$ Change	% Change
Other expense:				
Three months ended				
Retail operations segment	$ 6,158	$ 4,697	$ 1,461	31.1 %
Construction segment	—	—	—	—
Total other expense	$ 6,158	$ 4,697	$ 1,461	31.1 %
Nine months ended				
Retail operations segment	$ 18,474	$ 14,093	$ 4,381	31.1 %
Construction segment	—	—	—	—
Total other expense	$ 18,474	$ 14,093	$ 4,381	31.1 %

Other expense increased $1.5 million and $4.4 million during the three and nine months ended November 2, 2024 compared to the three and nine months ended October 28, 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)	November 2, 2024	October 28, 2023	$ Change
Gain on disposal of assets:			
Three months ended			
Retail operations segment	$ (167)	$ (4,053)	$ 3,886
Construction segment	(4)	—	(4)
Total gain on disposal of assets	$ (171)	$ (4,053)	$ 3,882
Nine months ended			
Retail operations segment	$ (422)	$ (5,993)	$ 5,571
Construction segment	(29)	(13)	(16)
Total gain on disposal of assets	$ (451)	$ (6,006)	$ 5,555

During the three months ended October 28, 2023, the Company recorded proceeds of $4.1 million primarily from the sale of a store property, resulting in a gain of $4.1 million that was recorded in gain on disposal of assets. During the nine months ended October 28, 2023, the Company recorded proceeds of $6.3 million primarily from the sale of two store properties, resulting in a gain of $6.0 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 22.1% for the three months ended November 2, 2024 and October 28, 2023, respectively. The Company's estimated federal and state effective income tax rate was approximately 23.3% and 23.0% for the nine months ended November 2, 2024 and October 28, 2023, respectively. During the three and nine months ended November 2, 2024 and October 28, 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 19%. This rate includes expected federal and state income tax benefits due to a deduction related to that portion of the special dividend of $25.00 per share to be paid to the Dillard's, Inc. Investment and Employee Stock Ownership Plan. 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 nine months ended November 2, 2024 and October 28, 2023 follows:

	Nine Months Ended		
(in thousands of dollars)	November 2, 2024	October 28, 2023	$ Change
Operating activities	$ 349,434	$ 447,107	$ (97,673)
Investing activities	(60,162)	7,916	(68,078)
Financing activities	(117,167)	(273,353)	156,186
Total Increase in Cash and Cash Equivalents and Restricted Cash	$ 172,105	$ 181,670	$ (9,565)

Net cash flows from operations decreased $97.7 million during the nine months ended November 2, 2024 compared to the nine months ended October 28, 2023. This decrease was primarily due to lower sales.

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 under the Citibank Alliance, replacing the existing Wells Fargo Alliance. Wells Fargo owned and managed the Dillard's private label cards under the Wells Fargo Alliance, which terminated in September 2024. The Dillard's credit card program offered by Citi includes a new co-branded Mastercard as well as a private label credit card. The new co-branded Mastercard replaced the previous co-branded card. Additionally, Citi provides customer service functions and supports certain Dillard's marketing and loyalty program activities related to the new program. The new program launched on August 19, 2024 for new Dillard's credit applicants. Existing accounts transferred from Wells Fargo to Citi on September 16, 2024. The term of the new Citi agreement is 10 years with automatic extensions for successive two-year terms unless the agreement is terminated by a party in accordance with the terms and conditions of the agreement.

The Company recognized income of $37.6 million and $50.9 million during the nine months ended November 2, 2024 and October 28, 2023, respectively, from the former Wells Fargo Alliance and the Citibank Alliance.

Pursuant to the Citibank Alliance, we receive on-going cash compensation from Citi based upon the portfolio's earnings. The compensation received from the portfolio is determined monthly and has no recourse provisions. The amount the Company receives is dependent on the level of sales on Citi accounts, the level of balances carried on Citi accounts by Citi customers, payment rates on Citi accounts, finance charge rates and other fees on Citi accounts, the level of credit losses for the Citi accounts as well as Citi's ability to extend credit to our customers. We participate in the marketing of the private label cards, which includes the cost of customer reward programs.

While future cash flows under the new program are difficult to predict, the Company expects cash flows from the new program to initially be less than historical cash flows 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. Any material decrease could adversely affect our operating results and cash flows.

Capital expenditures were $89.1 million and $104.7 million for the nine months ended November 2, 2024 and October 28, 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 nine months ended November 2, 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 nine months ended October 28, 2023, the Company opened a 100,000 square foot expansion at Gateway Mall in Lincoln, Nebraska.

During the nine months ended November 2, 2024, the Company closed its Eastwood Mall Clearance Center in Niles, Ohio (120,000 square feet). The Company has also announced the upcoming closure of its leased facility at Stones River Town Centre in Murfreesboro, Tennessee (145,000 square feet). The store is expected to close in January 2025. There were no material costs associated or expected with any of these store closures. 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 nine months ended October 28, 2023, the Company received cash proceeds of $6.3 million and recorded a related gain of $6.0 million, primarily from the sale of two store properties.

During the nine months ended October 28, 2023, the Company received proceeds from insurance of $4.5 million primarily from life insurance proceeds related to two policies.

During the nine months ended November 2, 2024 and October 28, 2023, the Company purchased certain treasury bills for $422.4 million and $148.1 million, respectively, that are classified as short-term investments. During the nine months ended November 2, 2024 and October 28, 2023, the Company received proceeds of $450.9 million and $250.0 million, respectively, related to maturities of these short-term investments.

The Company had cash and cash equivalents of $980.4 million as of November 2, 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 November 2, 2024, no borrowings were outstanding, and letters of credit totaling $25.3 million were issued under the credit agreement leaving unutilized availability of $774.7 million.

During the nine months ended November 2, 2024, the Company repurchased 0.3 million shares of Class A Common Stock at an average price of $364.43 per share for $107.0 million (including the accrual of $2.0 million of share repurchases that had not settled as of November 2, 2024) under the Company's stock repurchase plan. During the nine months ended October 28, 2023, the Company repurchased 0.9 million shares of Class A Common Stock at an average price of $306.41 per share for $265.2 million (including the accrual of $2.0 million of share repurchases that had not settled as of October 28, 2023) under its stock repurchase plans. As of November 2, 2024, $287.0 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 nine months ended November 2, 2024 and October 28, 2023, the Company accrued $1.1 million and $2.6 million, respectively, of excise tax related to its share repurchase programs as an additional cost of treasury shares.

On November 21, 2024, the Company announced that its Board of Directors declared a special dividend of $25.00 per share. The dividend is payable on the Class A Common Stock and Class B Common Stock of the Company on January 6, 2025 to stockholders of record as of December 13, 2024. The Company expects to fund the dividend from cash flows from operations.

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 November 2, 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 52-week period ended February 1, 2025 and beyond, statements regarding future income and cash flows from our new credit program with 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, trade restrictions, including tariffs, and higher interest rates 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, higher interest rates, 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 trade restrictions, including tariffs, and 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 November 2, 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 December 6, 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
August 4, 2024 through August 31, 2024	54,775	$ 346.84	54,775	$ 374,998,500
September 1, 2024 through October 5, 2024	132,646	361.83	132,646	327,002,805
October 6, 2024 through November 2, 2024	106,162	376.75	106,162	287,005,827
Total	293,583	$ 364.43	293,583	$ 287,005,827

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 November 2, 2024, the Company repurchased 0.3 million shares totaling $107.0 million under its stock repurchase plan. As of November 2, 2024, $287.0 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 November 2, 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
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: December 6, 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 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: December 6, 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: December 6, 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: December 6, 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 November 2, 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: December 6, 2024

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

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 November 2, 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: December 6, 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 November 2, 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: December 6, 2024

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