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

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

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

























QuickLinks

[SECURITY OWNERSHIP OF CERTAIN BENEFICIAL HOLDERS](#)

[SECURITY OWNERSHIP OF MANAGEMENT](#)

[PROPOSAL NO. 1. ELECTION OF DIRECTORS](#)

[COMPENSATION DISCUSSION AND ANALYSIS](#)

[Total Stockholder Return](#)

[COMPENSATION COMMITTEE REPORT](#)

[EXECUTIVE COMPENSATION](#)

[Summary Compensation Table](#)

[AUDIT COMMITTEE REPORT](#)

[PROPOSAL NO. 2. RATIFICATION OF THE SELECTION OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS](#)

[PROPOSAL NO. 3. AMENDMENT TO THE DILLARD'S, INC. 2005 NON-EMPLOYEE DIRECTOR RESTRICTED STOCK PLAN](#)

[PROPOSAL 4. ADVISORY VOTE ON EXECUTIVE COMPENSATION](#)

[PROPOSAL 5. ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION](#)

[PROPOSAL NO. 6. STOCKHOLDER PROPOSAL TO SEPARATE THE POSITIONS OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER OF THE COMPANY](#)

[Proposal No. 6](#)

[CERTAIN RELATIONSHIPS AND TRANSACTIONS](#)

[SECTION 16\(a\) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE](#)

[OTHER MATTERS](#)

[STOCKHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING](#)

[GENERAL](#)

[APPENDIX A DILLARD'S, INC. 2005 NON-EMPLOYEE DIRECTOR RESTRICTED STOCK PLAN AS AMENDED ON MAY 20, 2017](#)

[ARTICLE I PURPOSE](#)

[ARTICLE II DEFINITIONS](#)

[ARTICLE III ELIGIBILITY AND PARTICIPATION](#)

[ARTICLE IV COMPANY STOCK SUBJECT TO PLAN](#)

[ARTICLE V AWARDS](#)

[ARTICLE VI ADMINISTRATION](#)

[ARTICLE VII MISCELLANEOUS](#)