

## GUESS?, INC.

### GOVERNANCE GUIDELINES (restated effective April 15, 2011)

**Mission of the Board of Directors.** The responsibility of the Guess?, Inc. (the “Company”) Board of Directors (the “Board”) is to review and regularly monitor the effectiveness of the Company’s fundamental operating, financial and other business plans, policies and decisions, including the execution of its strategies and objectives. The Board will seek to enhance shareholder value over the long term.

The Board believes that its objectives will be best served by following the fundamental corporate governance principles described in this document and the charters of its various committees. Collectively, these principles demonstrate the Board’s accountability and its desire that the Company achieve superior business results.

These guidelines are not intended to change or interpret any law or regulation, or the Certificate of Incorporation or Bylaws of the Company.

#### 1. STRUCTURE OF THE BOARD

**1.1 Size.** The Board believes that it should generally consist of no fewer than three and no more than fifteen directors. This range permits diversity of experience without hindering the effective discussion or diminishing individual accountability.

**1.2 Mix of Inside and Independent Directors.** The Board should be composed predominantly of independent directors.

**1.2.1 Independent Director Defined.** An “independent director” means a person who fully complies with applicable legal and stock exchange requirements for serving as such, as determined by the Board. Each director’s status under this definition should be reviewed annually by the Nominating and Governance Committee and the Board. Each director should keep the Nominating and Governance Committee fully and promptly informed as to any developments that might affect the director’s independence.

**1.2.2 Management Directors.** The Company’s Chairperson, Chief Executive Officer and/or President should be directors. Other members of management would be considered for Board membership only under unusual circumstances.

**1.3 Board Membership Criteria.** The Nominating and Governance Committee is responsible for recommending to the Board the types of skills and characteristics required of directors, based on the needs of the Company from

time to time. This assessment should include issues of relevant experience, intelligence, independence, commitment, compatibility with the Chairperson, Chief Executive Officer and the Board culture, prominence, understanding of the Company's business, and other factors deemed relevant. The Nominating and Governance Committee should confer with the full Board as to the criteria it intends to apply before a search for a new director is commenced.

**1.4 New Director Candidates.** The Board will nominate new directors only from candidates approved by the Nominating and Governance Committee. Any invitation to join the Board should be extended through or at the direction of the Chairperson of the Nominating and Governance Committee after approval by the full Board.

**1.5 Directors Who Materially Change Their Job Responsibility.** Individual directors who retire or materially change the responsibility they held when they were elected to the Board (or now hold, as to present directors) should promptly notify the Nominating and Governance Committee. They will not be required to leave the Board. The Nominating and Governance Committee should, however, review the continued appropriateness of such director's ongoing Board membership under these circumstances.

**1.6 Term of Board Service.** Each director will stand for election every three years. The Company believes that a staggered board allows the best opportunity for directors to become knowledgeable and experienced about the Company. Term limits for Board membership are not necessary, however no director should have an expectation of permanent membership.

**1.7 Retirement Age.** The Board does not believe that arbitrary age limits on directors' service are appropriate. However, a director's renomination or reappointment to the Board is at the discretion of the Nominating and Governance Committee, and directors should not expect that they would be renominated automatically.

**1.8 Board Compensation.** Management should report periodically to the Compensation Committee about the state of Board compensation in relation to compensation paid by the other comparable companies. Director fees and benefits should be determined with appropriate reference to the fees and benefits for directors of comparable companies. A portion of each director's compensation should be in the form of Company equity. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee.

**1.9 Lead Director.** If the Board designates a lead director, the designation shall be made by a majority vote of the independent directors at the time. His or her duties shall include assisting the Board in assuring compliance with and implementation of the Company's Governance Guidelines, coordinating the agenda for and moderating sessions of the Board's independent directors, and

acting as the principal liaison between the independent directors and senior management on sensitive issues.

**1.10 Other Directorships.** Independent directors are encouraged to limit the number of other boards on which they serve, taking into account potential Board attendance and their participation and effectiveness on the Boards. The Nominating and Governance Committee will generally not consider individuals who serve on a large number of public company boards for director's candidacy. Independent directors and employee directors should also advise the Chairperson of the Board and the Chairperson of the Nominating and Governance Committee in advance of accepting an invitation to serve on another board of a public company. No director should serve on the Audit Committee of more than two other public companies.

**1.11 Director Resignation Policy.** In any non-contested election of directors, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall submit to the Board a letter of resignation for consideration by the Nominating and Governance Committee. The Nominating and Governance Committee (excluding the nominee in question if a member thereof) shall evaluate such offer of resignation in light of the best interests of the Corporation and its shareholders and shall recommend to the Board the action to be taken with respect thereto. Promptly following receipt of the recommendation of the Nominating and Governance Committee, the Board (excluding the nominee in question) shall act with respect to such letter of resignation and shall notify the nominee of its decision.

## **2. BOARD PROCEDURAL MATTERS**

**2.1 Selection of Chairperson and Chief Executive Officer.** The Board does not have a fixed policy as to whether the role of Chief Executive Officer and Chairperson should be separate. The Board should be free to make these choices in any manner that it deems best for the Company from time to time.

### **2.2 Board Meetings.**

**2.2.1 Agenda.** The Chairperson of the Board will establish and distribute in advance the agenda for each Board meeting. Any director is free to suggest potential items for the agenda. An overall schedule for the full Board and each Committee should be disseminated each year as soon as reasonably practicable.

**2.2.2 Frequency of Meetings.** The Board expects to have at least four regularly scheduled meetings each year. In addition, special meetings may be called from time to time as determined by the needs of the business. At least annually, the Board will devote an extended meeting to a review of the Company's long-term strategic and business plans.

**2.2.3 Executive Sessions of Independent Directors.** The independent directors will generally meet in executive session at all regularly scheduled Board meetings, and otherwise as needed. Such sessions will be chaired by the “lead director” or by another independent director selected by a majority of the independent directors, who will also establish an agenda for such meetings. These meetings will generally conclude with a discussion with either the Chairperson or the Chief Executive Officer.

**2.2.4 Governance Decisions.** Decisions on matters of corporate governance will be made with the approval of a majority of the independent directors.

**2.2.5 Attendance of Non-Directors at Board Meetings.** Attendance of any non-director at any Board meeting is subject to the discretion of the Board. Subject to that, the Board encourages management to bring officers and managers into Board meetings from time to time, when such managers can provide additional insight into the matters being discussed and/or have potential as future members of senior management. Board approval should be sought if the Chairperson or Chief Executive Officer wishes to add additional personnel as attendees at Board meetings on a regular basis.

**2.2.6 Conduct of Meetings.** The Chairperson should conduct Board meetings on the assumption that each director has carefully reviewed all Board materials, and fairly facilitate open, candid, and respectful discussions. The focus at Board meetings should be strategic and on “big picture” items.

**2.2.7 Conflicts of Interest.** Each director is required to disclose to the Board (or the Audit Committee) any financial interest or personal interest that he or she has in any contract or transaction that is being considered by the Board (or Audit Committee) for approval. After such disclosure and responding to any questions the Board may have, the interested director should abstain from voting on the matter, and in most cases, should (and at the request of the Chairperson of the meeting will) leave the meeting while the remaining directors discuss and vote on such matter.

## **2.3 Information Provided to the Board; Communications.**

**2.3.1 Pre-Meeting.** Information that is important to the matters that will be discussed at Board meetings should be distributed at least two days in advance of the meeting, if possible, so that Board meeting time can be conserved for substantive discussion.

**2.3.2 Between Meetings.** The Chairperson and Chief Executive Officer should continue to advise the Board candidly of any significant developments between meetings, through a suitable method of communication.

**2.3.3 Communications.** Candid, regular discussion between the directors and the Chairperson and Chief Executive Officer, and among directors, is encouraged.

**2.4 Counsel and Advisors.** The Board and each of its Committees may retain outside legal counsel and other advisors at their discretion and at the expense of the Company.

**2.5 Expectations of Directors.**

**2.5.1 Attendance; Availability.** Each director should make every reasonable effort to attend each meeting of the Board and any Committee of which the director is a member, and to be reasonably available to management and the other directors for consultation between meetings. In particular, directors should attend sufficient meetings to avoid falling below the attendance level that would require disclosure in the Company's annual proxy statement. A director whose participation falls below the attendance level that would require disclosure in the Company proxy statement for two years will be subject to review by the Nominating and Governance Committee for continued membership on the Board.

**2.5.2 Review of Materials.** Directors should carefully review information distributed to them prior to Board and Committee meetings.

**2.5.3 Corporate Opportunities.** Directors shall make business opportunities relating to the Company's business available to the Company before pursuing the opportunity for the director's own or another's account.

**2.5.4 Stock Ownership.** Directors should be shareholders and have a financial stake in the Company. The Board believes that each director should develop a meaningful ownership position in the Company over time. The Board may, at its discretion, adopt stock ownership guidelines applicable to directors and executive officers of the Company.

**2.5.5 Orientation and Education.** When a new director joins the Board, management will provide an orientation program to enable the new director promptly to gain an understanding of the Company and its industry. The Board and the Company's management will work together to develop and provide appropriate continuing education programs to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. Additionally, each director is expected to take steps reasonably necessary to be adequately informed about the Company and external matters affecting it and to enable the director to function effectively on the Board and on the Committees on which the director serves.

**2.6 Board Evaluations; Assessing the Board's Performance.** The Board shall conduct a self-evaluation annually. The Nominating and Governance Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation. There should be regular, candid discussions between the Chairperson and Chief Executive Officer and the directors, individually and/or as a group, about how best to maximize each director's contribution to the Board. The Chairperson of the Nominating and Governance Committee and the Chairperson and Chief Executive Officer should periodically discuss the Board's performance and the contributions made by directors, with a view to making full and productive use of directors' talents and improving the performance of the Board.

### **3. COMMITTEE MATTERS**

**3.1 Number, Titles and Charters of Committees.** The current standing Board Committees are (a) Audit, (b) Compensation and (c) Nominating and Governance. This structure meets the Company's present needs. Each Committee should review its charter and activities annually, with the assistance of inside or outside counsel and advisers, as appropriate, to make certain that they are consistent with then-current sound governance practices and legal requirements.

**3.2 Independence of Committees.** All members of the Audit, Compensation and Nominating and Governance Committees will be independent directors.

**3.3 Assignment and Rotation of Committee Members.** The Nominating and Governance Committee is responsible, after consideration of the desires of individual directors, for recommending the assignment of directors to various Committees. Each independent director is expected to serve at all times on at least one, and preferable two, Committees. Consideration will be given to rotating Committee assignments periodically, but rotation should not be mandated, as there may be reasons, at a given point in time, to maintain an individual director's Committee membership.

**3.4 Committee, Chairs.** All standing Board Committees shall be chaired by independent directors and their Chairs shall be selected by the Nominating and Governance Committee. Each Committee Chair should normally have had previous service on the applicable Committee.

**3.5 Frequency and Length of Committee Meetings.** Each Committee Chair, in consultation with Committee members, will determine the frequency and length of each Committee's meetings.

**3.6 Committee Agenda.** Each Committee Chair, in consultation with the appropriate members of the Committee and management, will develop the Committee agenda. Each Committee will issue annually a schedule of proposed meeting dates and agenda items for the upcoming year (to the degree these items can be foreseen). These agendas will be shared with the Board.

**3.7 Attendance at Committee Meetings.** Attendance of non-Committee persons at Committee meetings will be at the pleasure of the Committee. Committees should regularly meet in executive session.

**3.8 Minutes and Reports.** Minutes of each Committee meeting or action will be kept and distributed to the Board. Each Committee will report regularly to the Board on substantive matters considered by the Committee.

**3.9 Term of Committee Service.** Formal term limits for Committee membership are not necessary, however no Committee member should have an expectation of permanent membership.

**3.10 Self-Evaluation.** Each Committee shall be responsible for annually conducting a self-evaluation. The Nominating and Governance Committee shall be responsible for monitoring the processes and evaluation criteria established by each Committee. The results of such evaluation will be reported to the full Board.

#### **4. MANAGEMENT DEVELOPMENT MATTERS; SUCCESSION PLANNING**

**4.1 Evaluation and Compensation of the Chairperson and Chief Executive Officer.** The Compensation Committee should develop with the Chairperson and Chief Executive Officer and discuss with the Board appropriate criteria upon which the Chairperson's and Chief Executive Officer's compensation and performance will be evaluated annually. The Compensation Committee will have the sole authority to determine the Chairperson's and Chief Executive Officer's compensation level based on this evaluation and should meet in executive session to discuss its determinations as to the Chairperson's and Chief Executive Officer's compensation and overall performance and in sessions in which each of the Chairperson and Chief Executive Officer participate, but do not vote, in order to discuss the compensation and overall performance of other executive officers.

**4.2 Succession Planning and Management Development.** There should be an annual report to the Board by senior management on succession planning and management development, both short term and long term. The Nominating and Governance Committee should monitor issues associated with Chairperson and Chief Executive Officer succession and management development, and regularly report to the Board on them. This should include issues associated with preparedness for the possibility of an emergency situation involving senior management, the long-term growth and development of the senior management team, and identifying the Chairperson's and Chief Executive Officer's potential successors.

## **5. OTHER MATTERS**

**5.1 Policy Against Company Loans.** Neither the Company nor any of its subsidiaries shall provide loans, loan guarantees, or otherwise directly or indirectly extend credit to any executive officer of the Company, or any director of the Company. Payment advances or reimbursement for expenses will not be deemed a violation of the foregoing policy.

**5.2 Board Access to Management.** Directors have complete access to management. Directors will use judgment to be sure that such contacts are not distracting to the business operations of the Company.

**5.3 Board Interaction With Third Parties.** Management should coordinate all contacts with outside constituencies, such as the press, customers, investors, analysts or the financial community.

**5.4 Insurance, Indemnification and Limitation of Liability.** The directors shall be entitled to have the Company purchase directors' and officers' liability insurance on their behalf as is reasonable under the circumstances, to the benefits of indemnification to the fullest extent permitted by law and the Company's Restated Certificate of Incorporation or Bylaws and any indemnification agreements, and to exculpation as provided by law and the Restated Company's Certificate of Incorporation and Bylaws.

**5.5 Amendments of Guidelines.** The Nominating and Governance Committee will review these Guidelines at least annually to ensure that they remain suitable for the needs of the Company. The Nominating and Governance Committee will recommend needed changes to the Board.

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