Report of Organizational Actions Affecting Basis of Securities

See separate instructions.		►	See	sep	arat	te i	nstr	uctio	ons.
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Part I	Reportir	ng Issuer
Internal Reve		

893

(December 2017) Department of the Treasury

Form

1 Issue	er's name				2 Issuer's employer identification number (EIN)
GUESS?		Iditional information	1 Talanh	and No. of contact	95-3679695 5 Email address of contact
3 Marri	e of contact for ad	allonal mornation	4 Telepho	one No. of contact	5 Email address of contact
Investor	Relations			213-765-5578	ir@quess.com
		P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
	(· · · · · · · · · · · · · · · · · · ·	- ,, , , , , , , , , , , , , , , , , ,
1444 Sou	uth Alameda Stree	et			Los Angeles, CA 90021
	of action		9 Cla	ssification and description	
June 23,				RTIBLE NOTES DUE 2024	
10 CUS	IP number	11 Serial number	s)	12 Ticker symbol	13 Account number(s)
	01617 AD7	N/A		GES	N/A
Part II	-				See back of form for additional questions.
	-				date against which shareholders' ownership is measured for
the	SEE A	TTACHED "APPEND	NX A" TO T	HIS FORM 8937	
15 De:	scribe the quantita	tive effect of the orga	anizational a	ction on the basis of the sec	urity in the hands of a U.S. taxpayer as an adjustment per
sha	are or as a percent	age of old basis ► SI	EE ATTACH	HED "APPENDIX A" TO TH	IS FORM 8937
		-			culation, such as the market values of securities and the
val	uation dates \blacktriangleright <u>SE</u>	E ATTACHED "APPI	ENDIX A" T	O THIS FORM 8937	

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Part			nizational A	ction (con	tinued)						
			able Internal Rev PPENDIX A'' T			s) and subsectior	n(s) upon whi	ch the tax tr	eatment	is based ▶	·
18 C	an any	[,] result	ing loss be reco	gnized? ►	SEE AT	TACHED "APPE	NDIX A" TO	THIS FORM	/1 8937		
19 Pi	rovide	any ot	her information	necessary t	o implem	ent the adjustme	ent, such as t	he reportabl	e tax yea	ar ▶	
SEE AT	ТАСН	IED "A	PPENDIX A'' T	O THIS FOF	RM 8937						
	Under	r penalt	ies of perjury, I de	eclare that I h	ave exami	ned this return, inc	cluding accomp	panying scheo	dules and	statements	and to the best of my knowledge and
Sign Here	belief, it is true, correct, and complete. Declaration of preparer Docu ^{Signed by:} Signature ► Durun's Sucor					preparer (other thar	n officer) is base	ed on all infor	mation of Date ►	which prepa	
		your na	<u>9822942041984E5</u> me ► DENNIS S	SECOR					Title ►	CHIEF FII	
Paid Prepa			Type preparer's na	ime		Preparer's signatu	re		Date		Check if self-employed
Use C	Only	Firm's name ► Firm's address ►								Firm's EIN ► Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Guess?, Inc. Form 8937 Appendix A

On June 7, 2023 (the "Record Date"), each shareholder of common stock of Guess?, Inc. ("GUESS") that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. The cash dividend was paid to each shareholder of common stock of GUESS on June 23, 2023. On June 6, 2023 ("Ex-Dividend Date") the cash dividend resulted in an increase in the conversion rate of the Convertible Notes (as defined below) and a deemed distribution under section 301 of the Internal Revenue Code of 1986, as amended (the "Code") by reason of sections 305(b)(2) and 305(c) of the Code. Section 6045B of the Code and the underlying Treasury Regulations (the "Regulations") provide that effective January 1, 2016, if a corporation issues a cash dividend with respect to stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under section 305(b)(2) and (c) of the Code, an information return (above, Form 8937) must be filed with the Internal Revenue Service (the "IRS") describing, among other things, the action and the action's quantitative effect. As an alternative to filing this information return with the IRS, an issuer may post the information return to its public website.

The information contained in the attached Form 8937 and this Appendix A thereto is intended to satisfy the requirements of public reporting under Section 6045B of the Code and Sections 1.6045B-l(a)(3) and (b)(4) of the Regulations by GUESS. The information contained in this notice is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment and is not intended to be a complete analysis or description of all potential U.S. federal income tax advisor to determine the particular federal, state, local, or foreign income, reporting or other tax consequences of the conversion rate adjustment to you.

Line 14-Description of Organizational Action	On the Record Date, each shareholder of common stock of GUESS that was listed as a holder of record became entitled to a cash dividend with respect to its common stock. Pursuant to Section 10.05(d) of the indenture, the conversion rate on the 2.00% Senior Convertible Notes due 2024 (the "Convertible Notes") was increased on the Ex- Dividend Date to take into account such cash dividend. Such adjustment to the conversion ratio is treated as a deemed distribution of property to the holders of the Convertible Notes to which section 301 of the Code applies by reason of sections 305(b)(2) and 305(c).
Line 15–Quantitative Effect of Organizational Action	Because there was a cash dividend declared and paid with respect to common stock and a corresponding increase in the conversion rate on the Convertible Notes, such increase in

	conversion rate of the Convertible Notes constitutes a deemed distribution of common stock to the holders of the Convertible Notes to which section 301 applies. GUESS expects that it will have sufficient current or accumulated earnings and profits to treat the deemed distribution of property to the holders of the Convertible Notes as a dividend for U.S. federal income tax purposes. The holders of the Convertible Notes are required to include the dividend in gross income for U.S. federal income tax purposes and increase the basis of the Convertible Notes by the fair market value of the deemed distribution. Therefore, as a result of the increase in the conversion ratio of the Convertible Note is required to include \$7.64 in gross income as a dividend per \$1,000 face amount of Convertible Notes and increase the basis in such Convertible Notes by the same amount.
Line 16–Calculation of the Change in Basis	Sample Calculation: A holder of a Convertible Note has \$1,000 basis in a \$1,000 Convertible Note. A holder of a Convertible Note will increase its basis in such Convertible Note by \$7.64 as a result of the inclusion of the dividend in gross income for U.S. federal income tax purposes.
Line 17–Code Sections Upon Which Tax Treatment is Based	Sections 305(b)(2), 305(c), 301(c), 316 and 301(d) of the Code
Line 18-Recognition of any Resulting Loss	This is not a loss transaction.
Line 19–Reportable Tax Year	The reportable tax year is 2023 for taxpayer reporting taxable income on a calendar year basis.