Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

Internal Revenue Service			See separate instructions	S		
Part I Reporting	Issuer					
1 Issuer's name			2 Issuer's employer	2 Issuer's employer identification number (EIN)		
GUESS?, INC.				96	-3679695	
3 Name of contact for ad-	ditional information	4 Telephor	ne No. of contact	5 Email address of co		
Investor Relations			213-765-5578	ir@guess.com		
6 Number and street (or F	P.O. box if mail is not	7 City, town, or post offi	ce, state, and ZIP code of contact			
1444 South Alameda Stree	et			Los Angeles, CA 9002	1	
8 Date of action		9 Clas	sification and description			
December 23, 2022		CONVE	RTIBLE NOTES DUE 2024			
10 CUSIP number	11 Serial number		12 Ticker symbol	13 Account number(s)		
401617 AD7	N/A		GES		N/A	
Part II Organization	onal Action Attac	ch additiona	I statements if needed.	See back of form for addition	al questions.	
				date against which shareholders'	· ·	
the action ► SEE AT				-		
<u>022711</u>	7					
			tion on the basis of the sec	urity in the hands of a U.S. taxpa S FORM 8937	ayer as an adjustment per	
16 Describe the calculation valuation dates ► SEI	-			culation, such as the market value	es of securities and the	

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Part	Ш	Organizational A	ction (continue	d)			
17 L	ist the	applicable Internal Re	evenue Code secti	on(s) and subsection(s) up	on which the tax treat	ment is based	>
		IED "APPENDIX A" ⁻					
18 C	an an	resulting loss be rec	cognized? ► SEE	ATTACHED "APPENDIX	A" TO THIS FORM 8	937	
	,	· ·	<u> </u>				
19 P	rovide	any other information	n necessary to imp	lement the adjustment, su	ch as the reportable t	ax year ►	
		IED "APPENDIX A"			·		
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				of preparer (other than officer			
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Guess?, Inc. Form 8937 Appendix A

On December 7, 2022 (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 December 23, 2022. On December 6, 2022 ("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 "TRS") 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 consequences of the conversion rate adjustment. You should consult your own 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

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	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 Notes, each holder of a Convertible Note is required to include \$4.51 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 \$4.51 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 2022 for taxpayer reporting taxable income on a calendar year basis.