Form **8937**(December 2017)
Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions

OMB No. 1545-0123

Internal Revenue Service			See separate instruction	15.
Part I Reporting	Issuer			
1 Issuer's name				2 Issuer's employer identification number (EIN)
GUESS?, INC.				96-3679695
3 Name of contact for ad	ditional information	5 Email address of contact		
			213-765-5578	
Investor Relations 6 Number and street (or F	O hav if mail is not d	ir@guess.com 7 City, town, or post office, state, and ZIP code of contact		
o Number and Street (or r	O. box ii maii is not d	lelivered to	street address) of contact	7 City, town, or post office, state, and zir code of contact
1444 South Alameda Stree	et			Los Angeles, CA 90021
8 Date of action		9 Clas	sification and description	
June 24, 2022		CONVE	RTIBLE NOTES DUE 202	4
10 CUSIP number	11 Serial number(s)	•	12 Ticker symbol	13 Account number(s)
401617 AD7	N/A		GES	N/A
				See back of form for additional questions.
14 Describe the organiza	ational action and, if ap	plicable, th	e date of the action or the	date against which shareholders' ownership is measured for
the action ► SEE A	TTACHED "APPENDIX	(A" TO TH	IIS FORM 8937	
	_		ction on the basis of the se	curity in the hands of a U.S. taxpayer as an adjustment per
	on of the change in ba			culation, such as the market values of securities and the
			<u> </u>	

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Part	Щ	Organi	izational Action (co	ontinued)						
17 Li	st the	applicat	ole Internal Revenue Co	de section	(s) and subsection(s) up	on which the tax t	treatmen	t is based I	•	
SEE AT	TACH	HED "AP	PENDIX A" TO THIS F	ORM 8937						
18 C	an any	y resultin	ng loss be recognized? ▶	➤ SEE AT	TACHED "APPENDIX	A" TO THIS FOR	RM 8937			
	,	,	Ü							
19 Pi	rovide	any othe	er information necessar	v to implen	nent the adjustment su	ch as the reportat	ble tax ve	ear >		
			PENDIX A" TO THIS F			on as the reportat	olo tax ye			
<u>JLL A1</u>	TACI	ILD AF	PLINDIX A TO THIS I	OKIVI 0937						
			es of perjury, I declare that e, correct, and complete. De							knowledge and
٥.	Dellei	ı, ıı ıs ırue	—DocuSigned by:	coaration of	preparer (other than office) is based on all lillo	illiation o	i wilicii bieb	arei nas any knowledge.	
Sign		ſ	Dennis Secon					2/6/20)23	
Here	Signa	ature ► _	9822942041984E5				Date ►			
	Print	1	e► DENNIS SECOR		1_		Title ►	CHIEF FI	NANCIAL OFFICER	
Paid		Print/Ty	pe preparer's name		Preparer's signature		Date		Check if PTIN	
Prepa	arer								self-employed	
Use C		Firm's n	name ►						Firm's EIN ▶	
		Firm's a	address ►						Phone no.	
Send Fo	orm 89	937 (inclu	uding accompanying sta	atements) t	o: Department of the Tr	easury, Internal R	evenue S	Service, Og	den, UT 84201-0054	

Guess?, Inc. Form 8937 Appendix A

On June 8, 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 June 24, 2022. On June 7, 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 "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 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	Because there was a cash dividend declared
Organizational Action	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 Notes, each holder of a Convertible Note is required to include \$4.46 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 \$4.46 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.