Report of Organizational Actions Affecting Basis of Securities

See separate instructions.

Part I	Reportir	ng Issuer
Internal Reve	enue Service	

893

(December 2017) Department of the Treasury

Form

1 Issuer's name			2 Issuer's employer identification number (EIN)
GUESS?, INC. 3 Name of contact for a	dditional information 4	Talanhana Na of contact	96-3679695 5 Email address of contact
3 Name of contact for a	4	Telephone No. of contact	5 Email address of contact
Investor Relations		213-765-5578	ir@guess.com
	P.O. box if mail is not de	elivered to street address) of contact	7 City, town, or post office, state, and ZIP code of contact
X		,	
1444 South Alameda Stre	eet		Los Angeles, CA 90021
8 Date of action		9 Classification and description	
April 15, 2022		CONVERTIBLE NOTES DUE 2024	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
401617 AD7 Part II Organizat	N/A	GES	N/A See back of form for additional questions.
			date against which shareholders' ownership is measured for
-		A" TO THIS FORM 8937	date against which shareholders "ownership is measured for
SEE F	TTACHED APPENDIX	A TO THIS FORM 8937	
15 Describe the quantit	ative effect of the organi	zational action on the basis of the sec	curity in the hands of a U.S. taxpayer as an adjustment per
		ATTACHED "APPENDIX A" TO TH	
	<u></u>		
16 Describe the calcula	tion of the change in bas	is and the data that supports the calc	culation, such as the market values of securities and the
valuation dates <a>SI	EE ATTACHED "APPEN	DIX A" TO THIS FORM 8937	

Form 893					Page
Part	Ι	Organizational Action (con	ntinued)		
1 7 Li	ist tha	annlicable Internal Revenue Cod	e section(s) and subsection(s) upon whi	ch the tay treatment is hase	nd 🕨
		IED "APPENDIX A" TO THIS FO			
8 C	an anv	resulting loss be recognized?	SEE ATTACHED "APPENDIX A" TO	THIS FORM 8937	
		1000			
9 Pi	rovide	any other information necessary	to implement the adjustment, such as t	he reportable tax year >	
		ED "APPENDIX A" TO THIS FO			
	ا- ما ا	r popultion of positions 1 dealers at 11	have exemined this seture is shaller as		nto and to the best of my lucesuled
			have examined this return, including accomp laration of preparer (other than officer) is base		
Sign Docusigned by:		2/c/	2023		
lere			2/6/ Date►	2023	
		9B229420419B4E5			
	Print	your name ► DENNIS SECOR		Title► CHIEF	FINANCIAL OFFICER
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prepa	arer				self-employed
Jse (Firm's name			Firm's EIN ►
		Firm's address 🕨			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 March 30, 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 April 15, 2022. On March 29, 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 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 Notes, each holder of a Convertible Note is required to include \$4.43 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 \$4.43 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.