

**GUESS?, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
**(restated effective April 19, 2013)**

**Mission Statement**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Guess?, Inc. (the “Company”) is to (i) discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers, (ii) oversee the administration of the Company’s compensation and benefits plans, in particular the incentive compensation and equity-based plans of the Company (and, to the extent appropriate, the significant subsidiaries of the Company), (iii) review and discuss with management disclosures in the “Compensation Discussion and Analysis” section of the Company’s regulatory filings and recommend to the Board whether such disclosures shall be included in the appropriate regulatory filing and (iv) prepare the annual Compensation Committee Report for inclusion in the Company’s annual proxy statement.

**Membership**

The Committee shall consist of no fewer than two members, the exact number to be determined from time to time by the Board.

Each member of the Committee shall meet the independence requirements imposed by the listing standards of the New York Stock Exchange (the “NYSE”), including such additional independence requirements specific to membership on the Committee as may be required by the NYSE listing standards.

The members of the Committee shall be appointed by a majority vote of the Board from among its members based on the recommendations of the Nominating and Governance Committee and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

**Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

1. The Committee shall periodically review and approve general compensation and benefit policies of the Company and its significant subsidiaries.

Executive Compensation

2. The Committee shall at least annually (a) review and approve the corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer, (b) evaluate the CEO’s performance in light of these goals and objectives and (c) set the CEO’s compensation levels based on this evaluation.

3. The Committee shall at least annually review and approve the compensation for the other executive officers of the Company, including (a) the annual base salary, (b) the annual incentive opportunity, (c) the long-term incentive opportunity, and (d) any special or supplemental benefits.
4. The Committee shall approve any employment agreements, consulting arrangements, severance or retirement arrangements and/or change-in control agreements or provisions covering any current or former executive officer of the Company, including without limitation, the approval of all contracts of the Company with any executive officer for remuneration (whether in the form of a pension, deferred compensation or otherwise) to be paid from the general funds of the Company after the termination of regular employment of such executive officer.
5. The Committee shall review and approve the Company's policies and procedures with respect to executive officers' expense accounts and special one-time payments.

#### Director Compensation

6. The Committee shall periodically review and make recommendations to the Board regarding director compensation.

#### Compensation Plans

7. The Committee shall oversee the implementation and administration of the compensation plans of the Company (and, to the extent appropriate, the significant subsidiaries of the Company), including pension, supplemental executive retirement, savings, deferred compensation, incentive and equity-based plans.
8. The Committee shall review and make recommendations to the Board with respect to, or approve, any incentive compensation plans and equity-based plans for the Company (and, to the extent appropriate, the significant subsidiaries of the Company) to be adopted or submitted to shareholders for approval.
9. The Committee shall periodically review the investment management of the Company's supplemental executive retirement plan and other similar retirement plans.
10. The Committee shall review and make recommendations to the Board with respect to, or approve, all awards of shares or share options pursuant to the Company's (and, to the extent appropriate, the Company's significant subsidiaries') equity-based plans.

### SEC Reporting

11. The Committee shall review and discuss with management the disclosures in the “Compensation Discussion and Analysis” section of the Company’s annual proxy statement, annual report on form 10-K or other regulatory filings and recommend to the Board whether such disclosures shall be included in such filings.
12. The Committee shall produce the Compensation Committee Report for inclusion in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations.

### Performance Evaluation

13. The Committee shall review its own performance and reassess the adequacy of this Compensation Committee Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

### Retention of Consultants and Advisors

14. The Committee may, in its sole discretion, retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor (each, a “Compensation Advisor”) as it deems necessary to assist in the evaluation of the Chairman, CEO, other executive officer or director compensation and shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisor retained by the Committee. Before selecting a Compensation Advisor, the Committee shall consider such factors as may be required by the listing standards of the NYSE or applicable rules of the SEC with respect to the independence of the Compensation Advisor. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee.

### **Structure and Operations**

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least three times a year at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee, shall set the agendas for Committee meetings; such agendas shall be distributed to the full Board. Two members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

Except as expressly provided in this Compensation Committee Charter, the Company's by-laws, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.