

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

GUESS OUTLET STORES PRICING

JCCP No. 4883

**IF YOU SHOPPED AT A GUESS FACTORY STORE IN CALIFORNIA
BETWEEN APRIL 17, 2011 AND FEBRUARY 26, 2018, YOU MAY
BE ELIGIBLE TO RECEIVE AN AWARD USABLE AT GUESS
FACTORY STORES IN CALIFORNIA ON FUTURE PURCHASES.**

A CALIFORNIA COURT AUTHORIZED THIS NOTICE. THIS IS NOT A SOLICITATION FROM A LAWYER.

A settlement (“Settlement”) has been proposed in the class action lawsuit referenced above pending in the Superior Court of the State of California in the County of Los Angeles (“Action”). If the Court gives final approval to the Settlement, Guess?, Inc., and Guess? Retail, Inc. (“Guess”) will provide, for each eligible Class Member (eligibility described below) one or more Settlement Vouchers good for a purchase of merchandise in a Guess Factory store in California, for (i) \$4, \$8, \$9, or \$12 off any purchase or (ii) \$5 off a purchase of \$20 or more, or \$10 off a purchase of \$35 or more, subject to the additional conditions explained later in this notice.

Your legal rights are affected whether you act or don’t act. Read this notice carefully.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT		
SUBMIT A CLAIM FORM	If you did not receive direct notice of this settlement via email or postcard, or did receive direct notice but want to elect a different form of Settlement Voucher, you must submit a Claim Form to receive the appropriate Settlement Voucher. Visit the Settlement website located at www.inreguessoutletpricingsettlement.com to obtain a Claim Form.	Deadline: June 11, 2018
EXCLUDE YOURSELF	If you exclude yourself from the Settlement, you will not receive a Settlement Voucher under the Settlement. Excluding yourself is the only option that allows you to bring or maintain your own lawsuit against Guess regarding the allegations in the Action ever again.	Deadline: June 11, 2018
OBJECT	You may write to the Court about why you object to (i.e., don’t like) the Settlement and think it shouldn’t be approved. Submitting an objection does not exclude you from the Settlement.	Deadline: June 11, 2018

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

GO TO THE “FAIRNESS HEARING”	<p>The Court will hold a “Fairness Hearing” to consider the Settlement, the request for attorneys’ fees and costs of the lawyers who brought the Action, and the Representative Plaintiffs’ request for service awards for bringing the Action.</p> <p>You may, but are not required to, speak at the Fairness Hearing. If you intend to speak at the Fairness Hearing, you must also submit a “Notice of Intention to Appear” indicating your intent to do so.</p>	<p>Hearing Date and Time: July 11, 2018, at 9:00 a.m.</p>
DO NOTHING	<p>If you received direct notice of this settlement via email or postcard, you will receive one (1) Settlement Voucher for \$8 off any purchase. If you did not receive direct notice, you will receive nothing.</p> <p>You will also give up your right to object to the Settlement and you will be not be able to be part of any other lawsuit about the legal claims in this case.</p>	<p>N/A</p>

These rights and options—**and the deadlines to exercise them**—are explained in more detail below.

The Court in charge of this Action has preliminarily approved the Settlement and must decide whether to give final approval to the Settlement. The relief provided to Class Members will be provided only if the Court gives final approval to the Settlement and, if there are any appeals, after the appeals are resolved in favor of the Settlement. ***Please be patient.***

WHAT THIS NOTICE CONTAINS

BACKGROUND INFORMATION	3
1. Why did I get a notice?	
2. What is this lawsuit about?	
3. Why is this a class action?	
4. Why is there a Settlement?	
5. How do I know if I am part of the Settlement?	
6. I’m still not sure if I am included.	
THE PROPOSED SETTLEMENT	4
7. What relief does the Settlement provide to the Class Members?	
HOW TO REQUEST A SETTLEMENT VOUCHER – SUBMITTING A CLAIM FORM	5

8.	How can I get a Settlement Voucher or Settlement Vouchers?	
9	When will I get my Settlement Voucher or Settlement Vouchers?	
THE LAWYERS IN THIS CASE AND THE REPRESENTATIVE PLAINTIFFS		6
10.	Do I have a lawyer in this case?	
11.	How will the lawyers be paid?	
12.	Will the Representative Plaintiffs receive any compensation for their efforts in bringing this Action?	
DISMISSAL OF ACTION AND RELEASE OF ALL CLAIMS		7
13.	What am I giving up to obtain relief under the Settlement?	
HOW TO EXCLUDE YOURSELF FROM THE SETTLEMENT		7
14.	How do I exclude myself from the Settlement?	
HOW TO OBJECT TO THE SETTLEMENT		7
15.	How do I tell the Court that I disagree with the Settlement?	
16.	What is the difference between excluding myself and objecting to the Settlement?	
FAIRNESS HEARING		8
17.	What is the Fairness Hearing?	
18.	When and where is the Fairness Hearing?	
19.	May I speak at the hearing?	
ADDITIONAL INFORMATION		9
20.	How do I get more information?	
21.	What if my address or other information has changed or changes after I submit a Claim Form?	

BACKGROUND INFORMATION

1. *Why did I get a notice?*

You received a notice because a Settlement has been reached in this Action. According to Guess's available records you might be a member of the Settlement Class and may be eligible for the relief detailed below.

This Notice explains the nature of the Action, the general terms of the proposed Settlement, and your legal rights and obligations. To obtain more information about the Settlement, including information about how you can see a copy of the Amended Settlement Agreement (which defines certain capitalized terms used in this Notice), see Section 20 below.

2. *What is this lawsuit about?*

Plaintiffs Versil Milton and Shiloh Borsh (the “Representative Plaintiffs”) filed a lawsuit against Guess on behalf of themselves and all others similarly situated. The lawsuit alleges that Guess engaged in deceptive advertising by advertising false reference prices on merchandise in Guess Factory stores in California.

Guess denies each and every one of the allegations of unlawful conduct, any wrongdoing, and any liability whatsoever, and no court or other entity has made any judgment or other determination of any liability. Guess further denies that any Class Member is entitled to any relief and, other than for settlement purposes, that this Action is appropriate for certification as a class action.

The issuance of this Notice is not an expression of the Court’s opinion on the merits or the lack of merits of the Representative Plaintiffs’ claims in the Action.

For information about how to learn about what has happened in the Action to date, please see Section 20 below.

3. *Why is this a class action?*

In a class action lawsuit, one or more people called “Representative Plaintiff(s)” (in this Action, Versil Milton and Shiloh Borsh) sue on behalf of other people who allegedly have similar claims. For purposes of this proposed Settlement, one court will resolve the issues for all Class Members. The companies sued in this case, Guess?, Inc., and Guess? Retail, Inc., are called the Defendants.

4. *Why is there a Settlement?*

The Representative Plaintiffs have made claims against Guess. Guess denies that it has done anything wrong or illegal and admits no liability. The Court has **not** decided that the Representative Plaintiffs or Guess should win this Action. Instead, both sides agreed to a settlement. That way, they avoid the cost of a trial, and the Class Members will receive relief now rather than years from now, if at all.

5. *How do I know if I am part of the Settlement?*

The Court has decided that everyone who fits this description is a Class Member for purposes of the proposed Settlement: All individuals who, between April 17, 2011 and February 26, 2018, purchased an item from any Guess Factory store in the state of California where a higher reference price was displayed. Excluded from the Class are Defendants’ Counsel, Defendants’ officers, directors, and employees, and the judge presiding over the Action.

6. *I’m still not sure if I am included.*

If you are still not sure whether you are included, you can write the Claims Administrator for free help. The email address of the Claims Administrator is

info@inreguessoutletpricingsettlement.com and the U.S. postal (mailing) address is GUESS OUTLET STORES PRICING, c/o JND Legal Administration, P.O. Box 91348, Seattle, WA 98111.

THE PROPOSED SETTLEMENT

7. *What relief does the Settlement provide to the Class Members?*

Guess has agreed to provide Class Members with a Settlement Voucher or Settlement Vouchers good for purchase in a Guess Factory store in California. The form and amount of Settlement Voucher available to each Class Member depends on the total of the Class Member's Qualifying Purchases made between April 17, 2011 and February 26, 2018.

A Class Member who submits a timely and sufficient Claim Form ("Authorized Claimant") shall be able to identify the form of Settlement Voucher he or she wishes to receive on the Claim Form.

- A Tier 1 Authorized Claimant is one who does not submit proof of Qualifying Purchase(s), or submits proof of Qualifying Purchase(s) that are less than \$25, with his or her timely and valid Claim Form. To each Tier 1 Authorized Claimant, Guess shall issue one (1) Settlement Voucher for \$4 off any purchase or \$5 off a purchase of \$20 or more.
- Tier 2 Authorized Claimants: A Tier 2 Authorized Claimant is one who has Qualifying Purchase(s) during the Class Period totaling \$25.01-\$75 and submits proof of such purchase(s) with their timely and valid Claim Form. To each Tier 2 Authorized Claimant, Guess shall issue one (1) Settlement Voucher for \$8 off any purchase or \$10 off a purchase of \$35 or more.
- Tier 3 Authorized Claimants: A Tier 3 Authorized Claimant is one who has Qualifying Purchase(s) during the Class Period totaling \$75.01-\$250 and submits proof of such purchase(s) with their timely and valid Claim Form. To each Tier 3 Authorized Claimant, Guess shall issue one (1) Settlement Voucher for \$9 off any purchase or two (2) Settlement Vouchers, each good for \$10 off a purchase of \$35 or more.
- Tier 4 Authorized Claimants: A Tier 4 Authorized Claimant is one who has Qualifying Purchase(s) during the Class Period totaling more than \$250.01 and submits proof of such purchase(s) with their timely and valid Claim Form. To each Tier 4 Authorized Claimant, Guess shall issue one (1) Settlement Voucher for \$12 off any purchase or three (3) Settlement Vouchers, each good for \$10 off a purchase of \$35 or more.

Class Members who receive direct notice via email or postcard, shall receive one (1) Settlement Voucher for \$8 off any purchase, unless such Class Member timely and validly completes a Claim Form and elects different relief.

Settlement Vouchers are single-use vouchers usable for the purchase of merchandise and will be valid for twelve (12) months. Up to three (3) of the \$4, \$8,

\$9, or \$12 Settlement Vouchers are stackable with each other. The \$5 or \$10 off Settlement Vouchers (with minimum purchase amounts) are not stackable and may not be combined with any other coupon or promotional offer. The Settlement Vouchers may be used on items that are on sale or otherwise discounted. The Settlement Vouchers shall not be redeemable for cash, may not be used to purchase gift cards, and will not be replaced if lost, stolen or damaged. The Settlement Vouchers are transferable.

HOW TO REQUEST A SETTLEMENT VOUCHER – SUBMITTING A CLAIM FORM

8. *How can I choose the Settlement Voucher or Settlement Vouchers I want?*

To choose your Settlement Voucher, you must send in a Claim Form and, depending upon the Tier sought, potentially proof of Qualifying Purchase(s) as explained in Section 7 above. A Claim Form is available on the Internet at the website www.inreguessoutletpricingsettlement.com. The Claim Form may be submitted electronically or by postal mail. Read the instructions carefully, fill out the form, and postmark it by June 11, 2018 or submit it online on or before 11:59 p.m. (Pacific) on June 11, 2018.

9. *When will I get my Settlement Voucher or Settlement Vouchers?*

As described in Sections 17 and 18, the Court will hold a hearing on July 11, 2018 at 9:00 a.m., to decide whether to approve the Settlement. If the Court approves the Settlement, after that, there may be appeals. It's always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. You can check on the progress of the case on the website dedicated to the Settlement at www.inreguessoutletpricingsettlement.com. *Please be patient.*

THE LAWYERS IN THIS CASE AND THE REPRESENTATIVE PLAINTIFFS

10. *Do I have a lawyer in this case?*

The Court has ordered that the law firms of Aiman-Smith & Marcy and Stonebarger Law A.P.C. ("Class Counsel") will represent the interests of all Class Members. You will not be separately charged for these lawyers. If you want to be represented by your own lawyer, you may hire one at your own expense.

11. *How will the lawyers be paid?*

Guess has agreed to pay Class Counsel's attorneys' fees and costs up to \$494,000, subject to approval by the Court. You will not be required to pay any attorneys' fees or costs. Please see Section 2.5 of the Amended Settlement Agreement, available at www.inreguessoutletpricingsettlement.com, for additional details.

12. *Will the Representative Plaintiffs receive any compensation for their efforts in bringing this Action?*

The Representative Plaintiffs will request a service award of up to \$2,000 each for their services as class representatives and their efforts in bringing the Action. The Court will make the final decision as to the amount to be paid to the class representatives.

DISMISSAL OF ACTION AND RELEASE OF ALL CLAIMS

13. *What am I giving up to obtain relief under the Settlement?*

If the Court approves the proposed Settlement, unless you exclude yourself from the Settlement, you will be releasing your claims against Guess. This generally means that you will not be able to file a lawsuit, continue prosecuting a lawsuit, or be part of any other lawsuit against Guess regarding the claims in the Action. The Amended Settlement Agreement, available on the Internet at the website www.inreguessoutletpricingsettlement.com contains the full terms of the release.

HOW TO EXCLUDE YOURSELF FROM THE SETTLEMENT

14. *How do I exclude myself from the Settlement?*

You may exclude yourself from the Class and the Settlement. If you want to be excluded, you must send a signed letter or postcard stating: (a) the name and case number of the Action; (b) the full name, address, and telephone number of the person requesting exclusion; and (c) a statement that he/she does not wish to participate in the Settlement, postmarked no later than June 11, 2018 to the Claims Administrator at:

GUESS OUTLET STORES PRICING
c/o JND Legal Administration
P.O. Box 91348
Seattle, WA 98111

If you timely request exclusion from the Class, you will be excluded from the Class, you will not receive a Settlement Voucher or Settlement Vouchers under the Settlement, you will not be bound by the judgment entered in the Action, and you will not be precluded from prosecuting any timely, individual claim against Guess based on the conduct complained of in the Action.

HOW TO OBJECT TO THE SETTLEMENT

15. *How do I tell the Court that I disagree with the Settlement?*

At the date, time, and location stated in Section 18 below, the Court will hold a Fairness Hearing to determine if the Settlement is fair, reasonable, and adequate,

and to also consider Class Counsel's request for an award of attorneys' fees and costs, and service awards to the Representative Plaintiffs.

If you wish to object to the fairness, reasonableness, or adequacy of the Amended Settlement Agreement or the proposed Settlement, you may submit a written objection to the Claims Administrator at the address set forth below no later than (*i.e.*, postmarked by) June 11, 2018.

GUESS OUTLET STORES PRICING
c/o JND Legal Administration
P.O. Box 91348
Seattle, WA 98111

Any written objections should contain: **(1)** the name and case number of the Action; **(2)** the Class Member's full name, address, and telephone number; **(3)** the words "Notice of Objection" or "Formal Objection"; **(4)** in clear and concise terms, the legal and factual arguments supporting the objection; **(5)** facts supporting the person's status as a Class Member (e.g., either any unique identifier included by the Claims Administrator in his/her notice, or the date and location of his/her relevant purchases); **(6)** the Class Member's signature and the date; and **(7)** the following language immediately above the Class Member's signature and date: "I declare under penalty of perjury under the laws of the State of California that the foregoing statements regarding class membership are true and correct to the best of my knowledge." You may, but need not, submit your objection through counsel of your choice. If you do make your objection through an attorney, you will be responsible for your personal attorney's fees and costs.

Class Members have the option to appear at the Fairness Hearing, either in person or through personal counsel hired at the Class Member's expense, to object to the fairness, reasonableness, or adequacy of the Amended Settlement Agreement or the proposed Settlement, or to the award of attorneys' fees. However, Class Members (with or without their attorneys) intending to make an appearance at the Fairness Hearing must so-inform the Parties and the Court on or before June 11, 2018 by providing a "Notice of Intention to Appear" to the Claims Administrator.

16. *What is the difference between excluding myself and objecting to the Settlement?*

Objecting is simply telling the Court that you disagree with something about the Settlement. You can object only if you stay in the Settlement Class. Excluding yourself is telling the Court that you don't want to be part of the Settlement Class. If you exclude yourself, you have no basis to object because the Settlement no longer affects you.

FAIRNESS HEARING

17. *What is the Fairness Hearing?*

The Court has preliminarily approved the Settlement and will hold a hearing to decide whether to give final approval to the Settlement. The purpose of the Fairness Hearing will be for the Court to determine whether the Settlement should be approved as fair, reasonable, adequate, and in the best interests of the Settlement Class; to consider the award of attorneys' fees and expenses to Class Counsel; and to consider the request for service awards to the Representative Plaintiffs. You may attend, but you do not have to.

18. *When and where is the Fairness Hearing?*

On July 11, 2018, at 9:00 a.m. Pacific, a hearing will be held on the fairness of the proposed Settlement. At the hearing, the Court will be available to hear any objections and arguments concerning the proposed Settlement's fairness. The hearing will take place before the Honorable Elihu M. Berle in Courtroom 6 of the Spring Street Federal Courthouse of the Los Angeles County Superior Court, located at 312 North Spring Street Los Angeles, CA 90012. The hearing may be postponed to a different date or time or location without notice. Please check www.inreguessoutletpricingsettlement.com for any updates about the Settlement generally or the Fairness Hearing specifically. If the date or time of the Fairness Hearing changes, an update to the Settlement website will be the only way you will be informed of the change.

19. *May I speak at the hearing?*

At that hearing, the Court will be available to hear any objections and arguments concerning the fairness of the Settlement. As described above in Section 15, you may speak at the Fairness Hearing only if you have timely and validly provided a Notice of Intention to Appear.

If you have requested exclusion from the Settlement, you may not speak at the hearing.

ADDITIONAL INFORMATION

20. *How do I get more information?*

To see a copy of the Amended Settlement Agreement, the Court's Preliminary Approval Order, Class Counsel's application for attorneys' fees and costs, and the operative complaint filed in the Action, please visit the Settlement website located at: www.inreguessoutletpricingsettlement.com. Alternatively, you may contact the Claims Administrator at the email address info@inreguessoutletpricingsettlement.com or the U.S. postal (mailing) address:

GUESS OUTLET STORES PRICING, c/o JND Legal Administration, P.O. Box 91348, Seattle, WA 98111.

This description of this Action is general and does not cover all of the issues and proceedings that have occurred. In order to see the complete file you should visit the Clerk's office at 600 South Commonwealth Ave, Los Angeles, CA 90005. The Clerk will tell you how to obtain the file for inspection and copying at your own expense.

21. *What if my address or other information has changed or changes after I submit a Claim Form?*

It is your responsibility to inform the Claims Administrator of your updated information. You may do so at the address below:

*GUESS OUTLET STORES PRICING
c/o JND Legal Administration
P.O. Box 91348
Seattle, WA 98111*

DO NOT ADDRESS ANY QUESTIONS ABOUT THE SETTLEMENT OR THE LITIGATION TO THE CLERK OF THE COURT OR THE JUDGE.

Dated: April 10, 2018

By: Order of
HONORABLE ELIHU M. BERLE
JUDGE OF THE SUPERIOR COURT