

**GUESS?, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

This Nominating and Governance Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of Guess?, Inc. (the “Company”) at its February 26, 2004 meeting. The Nominating and Governance Committee of the Board (the “Committee”) shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

**Role and Independence; Organization**

The Committee is appointed by the Board to assist the Board in identifying individuals qualified to become Board members; recommend to the Board the Director nominees for the next annual meeting of stockholders, consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of stockholders; develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; oversee the evaluation of the Company’s management and the Board and its committees; and recommend to the Board Director assignments and chair appointments for each Board committee, other than the Committee.

The membership of the Committee shall consist of at least three directors. All Committee members shall be, in the business judgment of the Board, “independent” under independence requirements of the New York Stock Exchange. The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed at any time by a majority vote of independent directors. Committee members will be elected annually for a term of one year. Vacancies will be filled by a majority vote of independent directors. The Committee may, as appropriate, form, and delegate authority to, subcommittees.

One member of the Committee shall be appointed by the Board as Chair. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Board. The Committee shall meet at least three times each year. Unless the Committee or the Board adopts other procedures, the provisions of the Company’s Bylaws applicable to meetings of the Board will govern meetings of the Committee.

In discharging its role, the Committee shall have full access to all Company books, records, facilities, personnel and outside professionals. The Committee may retain special legal, accounting or other consultants as advisors as it deems necessary for the fulfillment of its responsibilities, and shall have the sole authority to approve the fees and other retention terms of such consultants and advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.

The performance of the Committee shall be evaluated annually.

## **Responsibilities**

Although the Board and the Committee may wish to consider other duties from time to time, general recurring activities of the Committee in carrying out its duties are described below. The Committee shall be responsible for:

- Developing and recommending to the Board the criteria for selecting directors and assessing director independence.
- Seeking and evaluating individuals qualified to become directors, reviewing background checks respecting such individuals, and selecting or recommending that the Board select the director nominees for the next annual meeting of the Company's stockholders, all in accordance with the Board membership criteria set forth in the Company's Board Guidelines.
- Establishing procedures to solicit, review and recommend to the Board potential director nominees proposed by the stockholders.
- Taking such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Company's management, the Board and each Board committee.
- Reviewing and reassessing, and affirming to the Board, at least annually the adequacy of the Company's Board Guidelines applicable to the Company, recommending any proposed changes to the Board for approval.
- Recommending to the full Board director assignments and the appointment of a chair for each of the Board committees, other than the Committee.
- Making recommendations to the Board regarding qualifications of members of the Board's committees, committee member appointment and removal, committee structure and operations (including authority to delegate to subcommittees) and committee reporting to the Board.
- Supervising, in consultation with the Compensation Committee of the Board, an annual performance review of the Company's Co-Chief Executive Officers ("CEOs") in accordance with a formal agenda to be determined annually. The scope, format and criteria of such review shall be determined by the committees in consultation with the Board as a whole.
- Determining whether the CEOs and the Company's other executive officers have achieved annual non-financial goals in connection with the annual salary and bonus review.
- Reviewing and reassessing at least annually the Company's director orientation and continuing education programs.

- Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, including, without limitation, director compensation and the role and functioning of the Board and its committees.
- Overseeing and advising the Board with respect to the Company's positions and practices regarding significant issues of corporate and social responsibility, including the Company's policies, procedures and programs with regard to business ethics (including the Company's Code of Conduct) and standards of engagement (human rights and factory screening and monitoring).
- Proposing the annual schedule of Board meetings for the Board's approval.
- Reporting regularly to the Board.
- Making recommendations and reports to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.

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