

# Vote Bulletin – Guess, Inc.

**Meeting Type** – Proxy Contest

**Meeting Date** – 04/22/2022

**Key Issues** – Governance and Human Capital Management

**Vote Decisions** – State Street Global Advisors voted AGAINST the Nominating & Governance Committee Chair to express our concerns with the committee's failure to (a) implement meaningful governance reforms, (b) remove a director that presents reputational risk to the company, and (c) contribute to oversight of the company's culture, human capital management strategy, and approach to inclusion.

## Shareholder Resolutions

Item number	Item description	Management recommendation	SSGA vote
1.2	Elect Director Anthony Chidoni	FOR	AGAINST

## Voting Rationale

### Against – Item 1.2 – Elect Director Anthony Chidoni

The dissident asked shareholders to withhold votes from two directors on their card to (a) hold these two directors accountable for Paul Marciano's problematic behaviors toward women and the impact of relevant allegations on the share price, and (b) to reduce family control of the company.

We agreed with the dissident's concerns regarding the potential risks to the company's share price, reputation, and culture, especially given the heightened media and legal scrutiny.

As such, we decided to take voting action on Management's card against the Chair of the Nominating & Governance Committee to reflect our concerns with the systematic governance failures of the committee, including:

1. Failure to advance meaningful governance reforms: The company continues to have problematic governance practices, including a classified board, no right to call a special meeting, excessive tenure, and limited independence.
2. Failure to remove directors who pose reputational and other risks to the company. We are concerned with the Committee not including the potential adverse reputational and financial risk associated with directors in nominating candidates to the board.
3. Failure to contribute to oversight of culture, human capital management, and inclusion: In speaking to the Board Chair and CEO, we had concerns with the board's oversight of human capital management and culture at the company. We were concerned that the Chair and CEO were unable to describe how employees' voices are systematically heard and acted on, what metrics the board tracks to assess the strength of the culture and the approach to human capital management, and how human capital management and diversity fit into the company's overall strategy. Given the Nominating & Governance Committee's role in oversight of ESG matters, we are holding the Committee's Chair accountable for improvement.

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