Exhibit 10.3  
AMENDED AND RESTATED  
VOTING AGREEMENT  
THIS AMENDED AND RESTATED VOTING AGREEMENT (this “Agreement”) is made as of March 28, 2024 (the “Effective Date”), between, on the one hand, (a) Guess?, Inc., a Delaware Corporation (the “Company”), and, on the other hand, (b) Xxxxxxx Xxxxxxxx, individually (“MM”), and as a trustee of the Xxxxxxx Xxxxxxxx Trust (the “MM Trust”).  
RECITALS  
WHEREAS, MM and the MM Trust, on the one hand, and the Company, on the other hand, are parties to that certain Voting Agreement dated as of April 12, 2023 (the “Original MM Voting Agreement”), and Xxxx Xxxxxxxx, individually (“PM”), and as trustee of the Xxxx Xxxxxxxx Trust (the “PM Trust”), on the one hand, and the Company, on the other hand, are parties to that certain Voting Agreement dated as of April 12, 2023 (the “Original PM Voting Agreement”, and together with the Original MM Voting Agreement, the “Original Voting Agreements”);  
WHEREAS, the Original Voting Agreements provide that with respect to any Stockholder Action (as defined in the Original s), MM will cause the MM Trust to vote an aggregate number of Common Shares owned by the MM Trust equal to the Excess Shares (as defined in the Original Voting Agreements) in respect of such Stockholder Action, and PM will cause the PM Trust to vote an aggregate number of Common Shares owned by the PM Trust equal to the Excess Shares in respect of such Stockholder Action, in a manner that is in direct proportion to the manner in which the Non-Marciano Voting Shares (as defined in the Original Voting Agreements) are voted (or not voted) in respect of such Stockholder Action, such that, for any such Stockholder Action, the Excess Shares reflect voting results proportionate to such aggregate voting results in such Stockholder Action for the Non-Marciano Voting Shares;