

**IN RE: NINE WEST HOLDINGS, INC., ET AL. (CHAPTER 11 CASE NO. 18-10947)**  
**(Jointly Administered)**

**NOTICE OF DISTRIBUTION TO HOLDERS OF THE FOLLOWING:**

**6.125% Senior Unsecured Notes due Nov. 15, 2034 (CUSIP 480081AK4)**

**6.875% Senior Unsecured Notes due Mar. 15, 2019 (CUSIP 48020UAA6)**

**8.250% Senior Unsecured Notes (144A) due Mar. 15, 2019 (CUSIP 65442LAA0)**

**8.250% Senior Unsecured Notes (REG-S) due Mar. 15, 2019 (CUSIP U65426AA3)**

**(collectively, the “Original Notes”)**

On February 27, 2019, the United States Bankruptcy Court for the Southern District of New York entered an order confirming the *Debtors’ Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 1306] (as may be amended from time to time, the “Plan”). Pursuant to the Plan, holders of Nine West’s Original Notes listed above will receive (as a mandatory exchange for those Original Notes) (i) New Common Stock, (ii) New Warrants, (iii) Cash (also known as “Plan Cash”), and (iv) Non-Released Party Interests, or to the extent the Cash-Out Option was validly exercised, additional Cash (also known as “Cash-Out Cash”).<sup>1</sup>

The CUSIP number for the New Common Stock is 74053A108, and the CUSIP number for the New Warrants is 74053A116.

This **will not be the final distribution** on account of the Original Notes CUSIPs (480081AK4, 48020UAA6, 65442LAA0, or U65426AA3) or corresponding Contra-CUSIPs (480CSHAA3, 480CSHAB1, 654CSHAA3, or U65CSHAA3), as applicable. There may be future periodic distributions of Plan Cash and New Common Stock and New Warrants (if applicable) on account of the Original Notes. Therefore, holders of the Original Notes (including CUSIPs or Contra-CUSIPs, as applicable) received a frozen, non-transferable Escrow CUSIP representing their right to receive those potential future distributions.

The Plan provides that no fractional shares of New Common Stock or New Warrants will be distributed, and fractions shall be rounded as follows: (a) fractions of greater than one-half shall be rounded to the next higher whole number and (b) fractions of one-half or less shall be rounded to the next lower whole number with no further payment therefore. No consideration shall be provided in lieu of fractional shares that are rounded down. Cash shall be rounded down to the nearest penny. The total number of authorized shares of New Common Stock and New Warrants to be distributed pursuant to the Plan shall be adjusted as necessary to account for the foregoing rounding.

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<sup>1</sup> Capitalized terms used but not defined herein have the meaning ascribed to them in the Plan.

<b>Security Description of Original Notes to Be Cancelled on Effective Date</b>	<b>CUSIP of Original Notes</b>	<b>Rate of New Common Stock (CUSIP 74053A108) per \$1,000 Current Principal Amount of Original Notes</b>	<b>Rate of New Warrants (CUSIP 74053A116) per \$1,000 Current Principal Amount of Original Notes</b>	<b>Rate of Plan Cash<sup>2</sup> per \$1,000 Current Principal Amount of Original Notes</b>
6.125% Senior Unsecured Notes due Nov. 15, 2034	480081AK4	0.71155600	2.22890400	64.61583824
6.875% Senior Unsecured Notes due Mar. 15, 2019	48020UAA6	0.72669532	2.27632776	66.16359765
8.250% Senior Unsecured Notes (144A) due Mar. 15, 2019	65442LAA0	0.72669532	2.27632776	66.16359765
8.250% Senior Unsecured Notes (REG-S) due Mar. 15, 2019	U65426AA3	0.72669532	2.27632776	66.16359765

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<sup>2</sup> This "Cash" includes such holder's Pro Rata share (based on the aggregate amount of Allowed Claims in Classes 5B, 5C, and 5D) of: (i) \$24,400,000 in "Cash from the Debtors", (ii) \$12,500,000 in "Cash from the Debtors less any amounts paid pursuant to any order approving the Ad Hoc Group of Unsecured Noteholders Substantial Contribution Motion", and (iii) \$48,750,000 from the Equity Holders Settlement Proceeds.

In addition to the mandatory exchange referenced above, holders of Nine West Original Notes that elect to receive Cash-Out Cash instead of Non-Released Party Trust Interests and validly exercised such Cash-Out Option by electronically delivering their positions via the DTC’s Automated Tender Offer Program (“ATOP”) are entitled to receive New Common Stock, New Warrants, Plan Cash, and Cash-Out Cash pursuant to the rates set forth below.

<b>Security Description of Original Notes to Be Cancelled on Effective Date</b>	<b>CUSIP of Original Notes</b>	<b>Contra-CUSIP</b>	<b>Rate of New Common Stock (CUSIP 74053A108) per \$1,000 Current Principal Amount of Original Notes</b>	<b>Rate of New Warrants (CUSIP 74053A116) per \$1,000 Current Principal Amount of Original Notes</b>	<b>Rate of Plan Cash<sup>3</sup> per \$1,000 Current Principal Amount of Original Notes</b>
6.125% Senior Unsecured Notes due Nov. 15, 2034	480081AK4	480CSHAA3	0.71155600	2.22890400	64.61583824
6.875% Senior Unsecured Notes due Mar. 15, 2019	48020UAA6	480CSHAB1	0.72669532	2.27632776	66.16359765
8.250% Senior Unsecured Notes (144A) due Mar. 15, 2019	65442LAA0	654CSHAA3	0.72669532	2.27632776	66.16359765
8.250% Senior Unsecured Notes (REG-S) due Mar. 15, 2019	U65426AA3	U65CSHAA3	0.72669532	2.27632776	66.16359765

Parties holding one or more of the Contra-CUSIPs listed above will receive their Cash-Out Cash at a later date. The Debtors will update this notice with reference to that additional Cash-Out Cash after it is allocated.

If you have any questions or concerns, please contact Prime Clerk by emailing [ninewestballots@primeclerk.com](mailto:ninewestballots@primeclerk.com).

<sup>3</sup> This “Cash” includes such holder’s Pro Rata share (based on the aggregate amount of Allowed Claims in Classes 5B, 5C, and 5D) of: (i) \$24,400,000 in “Cash from the Debtors”, (ii) \$12,500,000 in “Cash from the Debtors less any amounts paid pursuant to any order approving the Ad Hoc Group of Unsecured Noteholders Substantial Contribution Motion”, and (iii) \$48,750,000 from the Equity Holders Settlement Proceeds.