



**PRESS RELEASE**  
*For Immediate Release*

**GUITAR CENTER, INC. ANNOUNCES EARLY TENDER RESULTS  
FOR ITS PREVIOUSLY ANNOUNCED  
EXCHANGE OFFER AND CONSENT SOLICITATION  
RELATING TO ITS 9.625% SENIOR UNSECURED NOTES DUE 2020**

**Westlake Village, CA (March 26, 2018)** — Guitar Center, Inc. (the “Company”) announced the early tender results for its previously announced exchange offer and consent solicitation (the “Exchange Offer”) to (i) exchange its existing 9.625% Senior Unsecured Notes due 2020, of which there are currently \$325 million aggregate principal amount outstanding (the “Existing Notes”), for (a) 5% Cash/ 8% PIK Notes due 2022 (the “Exchange Notes”) and (b) warrants (the “Warrants”) and, together with the Exchange Notes, the “New Securities”) to purchase shares of common stock, par value \$0.01 per share, of Guitar Center Holdings, Inc., a Delaware corporation and the direct parent of the Company (“Holdings”), and (ii) solicit consents to certain proposed amendments to the indenture governing the Existing Notes, in each case, pursuant to the terms and conditions as set forth in an Amended and Restated Offering Memorandum and Consent Solicitation Statement dated March 21, 2018 (the “Offering Memorandum”).

According to information provided to the Company by KCC LLC, the exchange agent and information agent for the Exchange Offer, as of 11:59 p.m., New York City time, on March 23, 2018, \$317,957,000 million in aggregate principal amount of the Existing Notes, representing approximately 97.83% of the outstanding aggregate principal amount of the Existing Notes, had been validly tendered (and not validly withdrawn), and had consented to the amendments to the indenture governing the Existing Notes.

Accordingly, the Company has received sufficient tenders to meet the minimum tender condition requiring at least 95% in aggregate principal amount of the Existing Notes to have been validly tendered and not validly withdrawn prior to the Expiration Date (as defined below).

The rights to (a) withdraw tenders of Existing Notes and related consents and (b) receive an early tender premium have expired. Accordingly, Existing Notes tendered for exchange may not be validly withdrawn and consents may not be revoked, unless the Exchange Offer is terminated without any Existing Notes being accepted or as required by applicable law.

As previously announced, the Exchange Offer will expire at 5:00 p.m., New York City time, on April 11, 2018, unless extended or earlier terminated (the “Expiration Date”).

**Available Documents and Other Details**

Documents relating to the Exchange Offer will only be distributed to Eligible Holders who properly complete and return a letter of eligibility confirming that they are within the category of eligible holders for this private exchange offer. Eligible Holders who desire a copy of the letter of eligibility should contact KCC LLC, the information agent for the Exchange Offer, at 877-833-4150 (toll free) or 917-281-4800 or access the letter of eligibility at [www.kccllc.net/GuitarCenter](http://www.kccllc.net/GuitarCenter).

The Exchange Offer is being made, and the New Securities are being offered and issued, only (a) in the United States to holders of Existing Notes who are “qualified institutional buyers” (as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) in a private transaction in reliance upon the exemption from the registration requirements of the Securities Act and (b) outside the United States to holders of Existing Notes who are persons other than “U.S. persons” (as defined in Rule 902 under the Securities Act) in reliance upon Regulation S under the Securities Act (collectively, “Eligible Holders”).

The Company is making the Exchange Offer only to Eligible Holders through, and pursuant to, the terms of the Offering Memorandum and related Letter of Transmittal. None of the Company, Holdings, the dealer managers, the information agent,

the exchange agent, the trustee with respect to the Existing Notes or the trustee with respect to the Exchange Notes or any affiliate of them makes any recommendation as to whether Eligible Holders should tender or refrain from tendering all or any portion of the principal amount of such Eligible Holder's Existing Notes for New Securities in the Exchange Offer. Eligible Holders must make their own decision as to whether to tender Existing Notes in the Exchange Offer and, if so, the principal amount of Existing Notes to tender.

The New Securities have not been registered under the Securities Act of 1933 or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy the New Securities, nor shall there be any sale of the New Securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

### **About Guitar Center**

Guitar Center is a leading retailer of musical instruments, lessons, repairs and rental instruments in the U.S. With more than 280 stores across the U.S. and one of the top direct sales websites in the industry, Guitar Center has helped people make music for more than 50 years. Guitar Center also provides customers with various musician based services, including Guitar Center Lessons, where musicians of all ages and skill levels can learn to play a variety of instruments in many music genres; GC Repairs, an on-site maintenance and repairs service; and GC Rentals, a program offering easy rentals of instruments and other sound reinforcement gear. Additionally, Guitar Center's sister brands include Music & Arts, which operates more than 150 stores specializing in band & orchestral instruments for sale and rental, serving teachers, band directors, college professors and students, and Musician's Friend, a leading direct marketer of musical instruments in the United States.

### **FOR MORE INFORMATION PLEASE CONTACT:**

Laura Bainbridge / Madeleine Myers

Addo Investor Relations

O: 310.829.5400

[lbainbridge@addoir.com](mailto:lbainbridge@addoir.com) / [mmyers@addoir.com](mailto:mmyers@addoir.com)

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*The Company has included statements in this press release that constitute "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act, as amended, and Section 27A of the Securities Act of 1933, as amended. As a general matter, forward-looking statements are those focused on future or anticipated events or trends, expectations and beliefs including, among other things, the Company's expectations with respect to the amend and extend transaction described herein. Such statements are intended to be identified by using words such as "believe," "expect," "intend," "estimate," "anticipate," "will," "project," "plan" and similar expressions in connection with any discussion of future operating or financial performance. Any forward-looking statements are and will be based upon the Company's then-current expectations, estimates and assumptions regarding future events and are applicable only as of the dates of such statements. Readers are cautioned not to put undue reliance on such forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those projected in this press release for reasons, among others, (i) the ability of the Company to satisfy the conditions to the Exchange Offer, (ii) the availability of alternative transactions, (iii) economic trends, the competitive environment, weather, trends in operating performance, merchandise mix, SG&A costs, liquidity and capital expenditures and (iv) those reasons described in the Offering Memorandum and in the reports and other documents the Company provides to its noteholders from time to time and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections contained in the Company's annual report for the fiscal year ended December 31, 2017. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*