



PRESS RELEASE

For Immediate Release

**GUITAR CENTER, INC. ANNOUNCES
THE EXPIRATION AND FINAL RESULTS OF OFFER TO EXCHANGE AND CONSENT
SOLICITATION**

Westlake Village, CA, April 12, 2018 – Guitar Center, Inc. (the “Company”) announced the expiration and final results of 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, commenced by the Company on March 12, 2018.

The Exchange Offer expired at 5:00 p.m., New York City time, on April 11, 2018 (such time and date, the “Expiration Date”). As of the Expiration Date, according to information provided to the Company by KCC, LLC, the Information and Exchange Agent for the Exchange Offer, \$317,957,000, or approximately 97.83%, of the aggregate principal amount of outstanding Existing Notes had been validly tendered and not validly withdrawn. No Existing Notes were validly tendered after the early tender date of March 23, 2018.

In addition, in the Exchange Offer, the Company received the consents from holders of the Existing Notes necessary to adopt the proposed amendments (the “Proposed Amendments”) to the indenture governing the Existing Notes set forth in the Company’s Amended and Restated Confidential Offering Memorandum and Consent Solicitation Statement dated March 21, 2018 (the “Offering Memorandum”). The Company expects to execute the supplemental indenture that gives effect to the Proposed Amendments, which will become operative upon the settlement of the Exchange Offer.

The Company expects the settlement of the Exchange Offer to take place on or about April 16, 2018, subject to the satisfaction of customary closing conditions.

The Amended Offering Memorandum was distributed only to holders of Existing Notes that completed and returned a letter of eligibility confirming that they are “eligible holders” for the purposes of the Exchange Offer.

The New Securities have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) 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.

The Company can provide no assurance that the settlement of the Exchange Offer will occur on the terms described in this press release, or at all.

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.

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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 February 3, 2018. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.