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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Samsonite International S.A., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Samsonite International S.A..

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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**SAMSONITE INTERNATIONAL S.A.**

**新秀丽國際有限公司**

*13-15 Avenue de la Liberté, L-1931 Luxembourg*

*R.C.S. LUXEMBOURG: B 159.469*

*(Incorporated in Luxembourg with limited liability)*

**(Stock code: 1910)**

- (1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE ANNUAL GENERAL MEETING**
- (2) ACKNOWLEDGEMENT OF RESIGNATION OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (4) PROPOSED ELECTION OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS**
- (5) PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

As one of the temporary measures to contain the spread of COVID-19 by avoiding any physical meetings, the Chamber of Deputies of Luxembourg adopted on September 23, 2020 the law extending measures concerning the holding of meetings in companies and other legal entities, as amended, authorizing Luxembourg incorporated companies to adopt resolutions without physical meetings, notwithstanding any provisions in the articles of incorporation, and without regard to the expected number of participants in the general meeting.

In view of the foregoing and taking into consideration the current COVID-19 situation and to ensure the health and security of all the Shareholders, directors and other participants, the Annual General Meeting of Samsonite International S.A. to be convened on Thursday, June 2, 2022 will be held without holding a physical meeting. You are strongly encouraged to exercise your right to vote at this meeting by appointing the chairman of the meeting as your proxy and submitting your duly completed forms of proxy by the time specified in this circular.

Notice convening the Annual General Meeting of Samsonite International S.A. to be held on Thursday, June 2, 2022 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) without holding a physical meeting is set out on pages 20 to 26 of this circular.

**You are strongly encouraged to exercise your right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as your proxy.**

The form of proxy for use at the Annual General Meeting is enclosed. Please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company's registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof).

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([corporate.samsonite.com/en/home.html](http://corporate.samsonite.com/en/home.html)).

April 14, 2022

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## IMPORTANT NOTICE

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### ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

In view of the on-going COVID-19 pandemic, the Chamber of Deputies of Luxembourg adopted on September 23, 2020 the law extending measures concerning the holding of meetings in companies and other legal entities, as amended, authorizing Luxembourg incorporated companies to adopt resolutions without physical meetings, notwithstanding any provisions in the articles of incorporation, and without regard to the expected number of participants in the general meeting (the “**Luxembourg Covid-19 Law**”).

Pursuant to the terms of the Luxembourg Covid-19 Law, the Company is entitled to determine for its Shareholders and other participants in the shareholders’ meeting the exclusive manner in which they may take part in the meeting and exercise their voting rights.

The Company has given serious consideration to the ongoing COVID-19 pandemic in Luxembourg, Hong Kong and globally, the travel restrictions, the limitations regarding the holding of meetings of persons and the paramount importance of the need to protect and ensure the health and security of all its Shareholders, directors, employees of the Group, advisors and other potential participants of the Annual General Meeting.

**The Company has therefore decided that, in reliance on the conditions of the Luxembourg Covid-19 Law, the Annual General Meeting to be held on Thursday, June 2, 2022 will be held without the holding of a physical meeting, as follows:**

- **any Shareholder entitled and wishing to vote at the Annual General Meeting must appoint the Chairman of the Annual General Meeting to vote instead of him/her/it; and**
- **any Shareholder whose ownership is either recorded through the Central Clearing and Settlement System (“CCASS”) or maintained with a licensed securities dealer (i.e. not directly recorded in his/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries.**

Shareholders should note that the above arrangements apply only to the 2022 Annual General Meeting. Barring any unforeseen circumstances and subject to compliance with applicable laws and regulations at the relevant time, it is the Company’s intention to hold future annual general meetings of the Company in accordance with the requirements of the Articles of Incorporation of the Company and past practice, that is, by way of a physical meeting in Luxembourg and by video conference in Hong Kong.

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## **IMPORTANT NOTICE**

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Due to the evolving COVID-19 situation, the Company may need to take appropriate measures, which may be required or imposed by the relevant authorities, at short notice. Shareholders should check any future announcement which the Company may publish and the Company's website at <https://corporate.samsonite.com/en/home.html> for any updates relating to the arrangements for the Annual General Meeting.

### **CONTACT DETAILS FOR QUESTIONS**

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, as follows:

Computershare Hong Kong Investor Services Limited  
Shops 1712–1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: (852) 2862 8555  
Facsimile: (852) 2865 0990  
E-mail: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

If Shareholders have any questions in relation to the Company, please contact the Company's Investor Relations team, as follows:

Telephone: (852) 2422 2611  
E-mail: [investorrelations@samsonite.com](mailto:investorrelations@samsonite.com)

### **COMPANY WEBCASTS**

Shareholders should note that the Company hosts a webcast following the announcement of its annual, interim and quarterly financial results. Details of how to access these webcasts are set out on the Company's website at <https://corporate.samsonite.com/en/presentations-and-webcasts.html>.



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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the shareholders of the Company to be held on Thursday, June 2, 2022 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) without holding a physical meeting to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 26 of this circular, or any adjournment thereof;
“Articles of Incorporation”	the articles of incorporation of the Company currently in force;
“Benchmarked Price”	the higher of: <ul style="list-style-type: none"><li>(i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and</li><li>(ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:<ul style="list-style-type: none"><li>(A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;</li><li>(B) the date of the agreement involving the proposed issue of securities; and</li><li>(C) the date on which the subscription price for the securities is fixed;</li></ul></li></ul>
“Board”	the board of Directors of the Company;
“Company”	Samsonite International S.A. 新秀丽國際有限公司, a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg on March 8, 2011 having its registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B159.469 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;

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## DEFINITIONS

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“connected person”	has the meaning described to it in the Listing Rules;
“Directors”	the directors of the Company;
“EU IFRS”	as defined in paragraph 1 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“IASB IFRS”	as defined in paragraph 1 of the information of the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Issuance Mandate”	as defined in paragraphs 8 and 9 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Latest Practicable Date”	April 7, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Luxembourg Companies Law”	the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time;
“Option”	an option to subscribe for or acquire Shares which is granted under the Share Award Scheme;
“Relevant Period”	as defined under item 8 of the notice of the Annual General Meeting;
“Remuneration Committee”	the Remuneration Committee of the Board, comprising Mr. Paul Kenneth Etchells, Mr. Keith Hamill, Mr. Bruce Hardy McLain (Hardy) and Ms. Ying Yeh (all of whom are independent non-executive Directors of the Company) as at the Latest Practicable Date;

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## DEFINITIONS

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“Rights Issue”	as defined under item 8 of the notice of the Annual General Meeting;
“RSU”	a restricted share unit, being a contingent right to receive Shares which is awarded under the Share Award Scheme;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time;
“Share(s)”	ordinary shares of US\$0.01 each in the capital of the Company;
“Share Award Scheme”	the share award scheme of the Company adopted by the Shareholders on September 14, 2012, as amended from time to time;
“Share Buy-back Mandate”	as defined in paragraphs 8 and 9 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time;
“US\$”	United States dollars, the lawful currency of the United States;
“%”	per cent; and
“€”	Euros, the single currency of the participating member states of the European Union.

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LETTER FROM THE BOARD

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**SAMSONITE INTERNATIONAL S.A.**

**新秀麗國際有限公司**

*13–15 Avenue de la Liberté, L-1931 Luxembourg*

**R.C.S. LUXEMBOURG: B 159.469**

*(Incorporated in Luxembourg with limited liability)*

**(Stock code: 1910)**

*Executive Director:*

Kyle Francis Gendreau (*Chief Executive Officer*)

*Non-executive Director:*

Timothy Charles Parker (*Chairman*)

*Independent Non-executive Directors:*

Paul Kenneth Etchells

Jerome Squire Griffith

Keith Hamill

Tom Korbas

Bruce Hardy McLain (*Hardy*)

Ying Yeh

*Registered Office:*

13–15 Avenue de la Liberté

L-1931

Luxembourg

*Principal Place of Business in*

*Hong Kong:*

25/F, Tower 2, The Gateway

Harbour City, Tsimshatsui, Kowloon

Hong Kong

April 14, 2022

*To the Shareholders*

Dear Sir/Madam,

- (1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE ANNUAL GENERAL MEETING**
- (2) ACKNOWLEDGEMENT OF RESIGNATION OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (4) PROPOSED ELECTION OF INDEPENDENT  
NON-EXECUTIVE DIRECTORS**
- (5) PROPOSED GRANT OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
- (6) NOTICE OF ANNUAL GENERAL MEETING**

**(1) INTRODUCTION**

The purpose of this circular is to give notice of the Annual General Meeting and to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, including information required to be provided under the Listing Rules in relation to (i) the acknowledgement of resignation of an independent non-executive Director; (ii) the re-election of the retiring Directors; (iii) the proposed election of independent non-executive Directors; and (iv) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares, respectively.

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## LETTER FROM THE BOARD

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### (2) ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 20 to 26 of this circular.

The form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://corporate.samsonite.com/en/home.html>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

### (3) INFORMATION ON PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING

#### Ordinary Resolutions:

*1. Adoption of audited statutory accounts and consolidated financial statements of the Company and reports from the Directors and auditors for the year ended December 31, 2021*

Under Luxembourg law, the Company is required to issue audited statutory accounts as a stand-alone entity which are separate from the consolidated financial statements, together with reports from the Directors and the approved statutory auditor (*réviseur d'entreprises agréé*).

Under Luxembourg law, the Company is also required to issue consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board (“**IASB IFRS**”) with a footnote reconciling to International Financial Reporting Standards as adopted by the European Union (“**EU IFRS**”). There are no significant differences between these consolidated financial statements and the consolidated financial statements contained in the Company's annual report as required under the Listing Rules, although there are certain differences in the disclosures that are required as part of the Directors' report.

Together with this circular, Shareholders will receive copies of:

- (a) the audited statutory accounts, including the Directors' report and approved statutory auditor's (*réviseur d'entreprises agréé*) report;

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## LETTER FROM THE BOARD

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- (b) the audited consolidated financial statements prepared in accordance with IASB IFRS with a footnote reconciling to EU IFRS, including the Directors' report and the related approved statutory auditor's (*réviseur d'entreprises agréé*) report;
- (c) the audited consolidated financial statements prepared in accordance with IASB IFRS, including the related Directors' report and external auditor's report (which are included as part of the Company's annual report); and
- (d) the report drawn up by the Board in accordance with Article 10.9 of the Articles of Incorporation relating to the conflict of interest of Mr. Kyle Francis Gendreau due to the fact new Shares may be issued to him upon the exercise of Options or vesting of RSUs granted to him pursuant to the Share Award Scheme (the "**Conflict of Interest Report**").

It is proposed that these statutory accounts and consolidated financial statements be adopted by the Shareholders.

### **2. *Approval of the allocation of results of the Company for the year ended December 31, 2021***

It is proposed that the results of the Company on the audited statutory accounts for the year ended December 31, 2021 will be allocated as recommended to the Shareholders by the Board of Directors by bringing forward the loss for the financial year ended on December 31, 2021 of US\$7,196,026.75 to the next financial year.

### **3. *Acknowledgement of resignation of an independent non-executive Director***

The Board announces that Mr. Keith Hamill shall resign from the Board and will cease to act as an independent non-executive Director of the Company with effect from the conclusion of the Annual General Meeting.

Mr. Hamill has been an independent non-executive Director of the Company since June 2014 and was a non-executive Director of the Company from May 2011 until June 2014. He is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Hamill has expressed his decision to retire from the Board with effect from the Annual General Meeting as stated in the Letter from the Board to the Shareholders of the Company dated April 16, 2021.

Mr. Hamill has confirmed that there is no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders of the Company. The Board would like to express its gratitude to Mr. Hamill for his valuable efforts and contributions to the Company during his tenure of office. It is proposed that the resignation of Mr. Hamill as an independent non-executive Director of the Company be acknowledged by the Shareholders.

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## LETTER FROM THE BOARD

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### ***4. Re-election of retiring Directors***

In accordance with the code provision B.2.2 as set out in Appendix 14 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In addition, in accordance with Article 8.1 of the Articles of Incorporation, the Directors shall be elected by Shareholders at a general meeting, which shall determine their number and term of office. The term of office of a Director shall be up to three years, upon the expiry of which each shall be eligible for re-election.

Accordingly, Mr. Bruce Hardy McLain, Mr. Timothy Charles Parker and Mr. Paul Kenneth Etchells shall retire by rotation at the Annual General Meeting.

Mr. Timothy Charles Parker and Mr. Paul Kenneth Etchells, being eligible, offer themselves for re-election at the Annual General Meeting for a proposed term of three years expiring upon the holding of the annual general meeting of the Company to be held in 2025. The re-election of each of these Directors will be voted on by Shareholders individually at the Annual General Meeting.

The Nomination Committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the Terms of Reference of the Nomination Committee of the Board, the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of Mr. Timothy Charles Parker and Mr. Paul Kenneth Etchells.

Mr. Bruce Hardy McLain does not offer himself for re-election at the Annual General Meeting.

Mr. McLain has been an independent non-executive Director of the Company since June 2014 and was a non-executive Director of the Company from May 2011 until June 2014. He is also a member of the Remuneration Committee.

Mr. McLain has confirmed that there is no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders of the Company. The Board would like to express its gratitude to Mr. McLain for his valuable efforts and contributions to the Company during his tenure of office.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### ***5. Election of independent non-executive Directors***

In accordance with Article 8.1 of the Articles of Incorporation and following the review of the Board's composition, Ms. Angela Iris Brav and Ms. Claire Marie Bennett were recommended to the Shareholders as candidates to be appointed as independent non-executive Directors of the Company at the Annual General Meeting for a term of three years, upon the expiry of which each shall be eligible for re-election, subject to the approval of Shareholders at the Annual General Meeting.

Details of each of Ms. Brav and Ms. Bennett are set out in Appendix II to this circular.

### ***6. Renewal of the mandate granted to KPMG Luxembourg to act as approved statutory auditor (réviseur d'entreprises agréé) of the Company for the year ending December 31, 2022***

It is proposed that the Shareholders renew the mandate of KPMG Luxembourg to act as approved statutory auditor (réviseur d'entreprises agréé) of the Company under Luxembourg law for the year ending December 31, 2022.

### ***7. Re-appointment of KPMG LLP as external auditor of the Company***

In accordance with Rule 13.88 of the Listing Rules, it is proposed that the Shareholders re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting.

### ***8. and 9. Proposed grant of general mandates to repurchase and issue Shares***

At the annual general meeting of the Shareholders of the Company held on June 3, 2021, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such mandates will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Articles of Incorporation; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of a general mandate (the "Issuance Mandate") to the Directors to allot, issue or deal with additional Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in paragraph 8 of the notice of the Annual General Meeting as set out on pages 20 to 26 of this circular (i.e. a total of 143,691,315 Shares as at the Latest Practicable Date on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting), such Shares to be issued for cash consideration at a discount of not more than 10% to the Benchmarked Price of the Shares; and

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## LETTER FROM THE BOARD

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- (b) the granting of a general mandate (the “Share Buy-back Mandate”) to the Directors to purchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of proposed ordinary resolution contained in paragraph 9 of the notice of the Annual General Meeting as set out on pages 20 to 26 of this circular (i.e. a total of 143,691,315 Shares as at the Latest Practicable Date on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting) within the limits referred to below.

The Board is recommending the granting of the Issuance Mandate for a maximum of 10% of the total number of issued Shares of the Company as of the date of the passing of proposed ordinary resolution, and Shares issued for cash consideration under the Issuance Mandate will be subject to a maximum discount of 10% to the Benchmarked Price of the Shares, as opposed to the maximum limit of 20% of the total number of issued Shares of the Company and the maximum discount of 20% to the Benchmarked Price of the Shares permitted under the Listing Rules.

In order to comply with the provisions of Luxembourg Companies Law which requires, among others, any purchase of Shares by the Company to be, without prejudice to the principle of equal treatment of all shareholders who are in the same position, within a specified price range approved by the Shareholders, it is proposed that the Board would only exercise the Share Buy-back Mandate to purchase any Shares within a price range of HK\$5 and HK\$40 per Share. In addition, in order to comply with the requirements of the Listing Rules, the maximum price at which the Company may purchase any Shares will not be higher by 5% or more than the average closing market price of the Shares on the Stock Exchange for the five trading days preceding the date of purchase of any such Shares. **The price range referred to above should not be taken as any indication by the Board as to their views on the price at which the Shares may be traded on the Stock Exchange in the future (which is subject to, among others, the performance of the Company and market and other conditions which are not within the control of the Company) but is provided simply to facilitate a possible purchase by the Company of the Shares on the Stock Exchange in compliance with the applicable laws and regulations.**

The Board notes that under the Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Board further notes that under Luxembourg Companies Law, any share cancellation and consecutive share capital decrease will require the holding of an extraordinary general meeting of the Shareholders to approve such cancellation and share capital decrease. If the Company purchases any Shares pursuant to the Share Buy-back Mandate, an extraordinary general meeting of the Shareholders will be convened to approve the cancellation and share capital decrease in compliance with the applicable laws and regulations.

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## LETTER FROM THE BOARD

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With reference to the Share Buy-back Mandate and Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix III to this circular.

### **Recommendation in Relation to the Proposed Ordinary Resolutions Contained In Paragraphs 1 to 9 of the Notice of the Annual General Meeting**

The Directors are of the view that the proposed ordinary resolutions contained in paragraphs 1 to 9 of the notice of the Annual General Meeting, including (i) the acknowledgement of resignation of an independent non-executive Director; (ii) the re-election of the retiring Directors; (iii) the proposed election of independent non-executive Directors; and (iv) granting of the Share Buy-back Mandate and the Issuance Mandate, are in the interests of the Company and the Shareholders. **Accordingly, the Directors recommend the Shareholders to vote in favor of all of the above proposed ordinary resolutions at the Annual General Meeting.**

### **Special Resolutions:**

#### ***10. Approval of the discharge granted to the Directors and KPMG Luxembourg for the exercise of their respective mandates during the year ended December 31, 2021***

As required under Article 13.2 of the Articles of Incorporation and Article 461-7 of the Luxembourg Companies Law, it is proposed that the Shareholders approve by special resolution the discharge to be granted to the Directors and the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the exercise of their respective mandates during the year ended December 31, 2021.

#### ***11. Approval of the remuneration to be granted to certain Directors***

Under Article 13.2 of the Articles of Incorporation, the Shareholders shall approve by special resolution the remuneration to be granted to Directors.

It is proposed that the Shareholders approve the grant of the following remuneration to the Directors for the financial year ending December 31, 2022:

- Mr. Timothy Charles Parker in respect of his service as a non-executive Director and Chairman of the Board – US\$500,000;
- Each of Ms. Ying Yeh, Mr. Tom Korbas and Mr. Jerome Griffith in respect of his/her service as a Director – US\$145,000;

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## LETTER FROM THE BOARD

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- Mr. Paul Etchells in respect of his service as a Director and as the chairman of the Audit Committee of the Board – US\$145,000 and US\$40,000, respectively;
- Mr. Keith Hamill in respect of his service as a Director and as the chairman of the Remuneration Committee of the Board for the period from January 1, 2022 to June 2, 2022 (at the commencement of the Annual General Meeting) – US\$60,500 and US\$8,500, respectively (approximately pro-rated based on annual fees of US\$145,000 and US\$20,000, respectively);
- Mr. Hardy McLain in respect of his service as a Director for the period from January 1, 2022 to June 2, 2022 (at the commencement of the Annual General Meeting) – US\$60,500 (approximately pro-rated based on an annual fee of US\$145,000);
- Ms. Angela Iris Brav in respect of her service as a Director if elected by the Shareholders of the Company at the Annual General Meeting – US\$84,500 (approximately pro-rated based on annual fees of US\$145,000 from June 2, 2022 to December 31, 2022); and
- Ms. Claire Marie Bennett in respect of her service as a Director if elected by the Shareholders of the Company at the Annual General Meeting – US\$84,500 (approximately pro-rated based on an annual fee of US\$145,000 from June 2, 2022 to December 31, 2022).

### ***12. Approval of the remuneration to be granted to KPMG Luxembourg***

Under Article 13.2 of the Articles of Incorporation, the Shareholders shall approve by special resolution the remuneration to be granted to the approved statutory auditor (réviseur d'entreprises agréé).

It is proposed that the Shareholders approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (réviseur d'entreprises agréé) of the Company, in an amount up to €59,000 for the financial year ending December 31, 2022.

### **Recommendation in Relation to the Proposed Special Resolutions Contained in Paragraphs 11 to 12 of the Notice of the Annual General Meeting**

The Directors are of the view that the proposed special resolutions contained in paragraphs 11 to 12 of the notice of the Annual General Meeting are in the interests of the Company and the Shareholders. **Accordingly, the Directors recommend the Shareholders to vote in favor of all of the above proposed special resolutions at the Annual General Meeting.**

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## LETTER FROM THE BOARD

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### (4) ADDITIONAL INFORMATION

With a heritage dating back more than 110 years, the Company, together with its consolidated subsidiaries, is a leader in the global lifestyle bag industry and the world's best-known and largest lifestyle bag and travel luggage company,. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags and travel accessories throughout the world, primarily under the *Samsonite*<sup>®</sup>, *Tumi*<sup>®</sup>, *American Tourister*<sup>®</sup>, *Gregory*<sup>®</sup>, *High Sierra*<sup>®</sup>, *Kamiliant*<sup>®</sup>, *ebags*<sup>®</sup>, *Lipault*<sup>®</sup> and *Hartmann*<sup>®</sup> brand names as well as other owned and licensed brand names.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Incorporation, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Your attention is drawn to the additional information set out in Appendices I to III to this circular.

Yours faithfully,  
For and on behalf of the Board  
**Timothy Charles Parker**  
*Chairman*

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**APPENDIX I                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) TIMOTHY CHARLES PARKER**

Mr. Timothy Charles Parker, aged 66, has served as the Chairman of the Board of Directors since the Company was incorporated in March 2011. As Chairman, he is responsible for leading the Board and ensuring that the Board functions effectively and acts in the best interests of the Company. He served as non-executive Chairman of the consolidated group from November 2008 until January 2009, as Chairman and Chief Executive Officer of the consolidated group from January 2009 through September 2014, and as non-executive Chairman since October 1, 2014. Mr. Parker has a long history of managing large businesses. Prior to joining the Company, he was chief executive of: The Automobile Association (2004 to 2007), the car-repair firm Kwik-Fit (2002 to 2004), Clarks, the shoemaker (1997 to 2002) and Kenwood Appliances (1989 to 1995). Mr. Parker is currently a director of Archive Investments and is a member of the U.K. Advisors Board of CVC Capital Partners. Mr. Parker has served as Chairman of Post Office Limited since October 2015 and as Chairman of the Board of HM Courts and Tribunals Service since April 2018. He served as Chairman of the National Trust, a U.K. charitable organization, from November 2014 until October 2021. He has previously held non-executive directorships with Alliance Boots, Compass and Legal and General. Mr. Parker has also previously advised ministers and senior civil servants on nationalized industry policy in his capacity as an economist at the British Treasury (1977 to 1979). Mr. Parker holds a MA in Philosophy, Politics and Economics from the University of Oxford, Oxford, the United Kingdom (1977) and a Master's in Business Studies from London Graduate School of Business Studies, London, the United Kingdom (1981).

Mr. Parker is subject to re-election at the Annual General Meeting of the Company in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2025.

Save as disclosed, Mr. Parker does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Parker had a personal interest in 60,645,644 Shares or underlying Shares in the Company within the meaning of Part XV of the SFO, including Options exercisable for 4,190,364 Shares that were granted to Mr. Parker under the Company's Share Award Scheme.

Mr. Parker received a Director's fee amounting to US\$475,000 for the year ended December 31, 2021 for his services as non-executive Director and Chairman of the Board. The emoluments of Mr. Parker are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated October 1, 2014.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. Parker involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Parker that need to be brought to the attention of the Shareholders.

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**APPENDIX I                      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO  
   BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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**(2) PAUL KENNETH ETHELLES**

Mr. Paul Kenneth Etchells, aged 71, has served as an Independent Non-Executive Director of the Company since May 2011. He has served as an independent non-executive director of Swire Pacific Limited, which is listed on the Main Board of The Stock Exchange of Hong Kong Limited, since May 2017, as a non-executive director at ETAK International Limited since January 2017, as an advisor to Cassia Investments Limited, a private equity firm, since November 2012 and as a non-executive director of Cassia Consumer Holdings Limited since January 2020. Previously, he was an independent non-executive director of Swire Properties Limited, a leading developer, owner and operator of mixed use, principally commercial properties in Hong Kong and the PRC, and of China Foods Limited, a company engaged in food and beverage processing and distribution, both of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Etchells also served as a non-executive director and chairman of Twenty20 Limited, a company incorporated in the Cayman Islands which, through its subsidiary companies, is engaged in the manufacture and sale of eyewear products. Mr. Etchells has also held various positions at The Coca-Cola Company (1998 to 2010), including deputy president of Coca-Cola Pacific (2007 to 2010) and president of Coca-Cola China (2002 to 2007). Prior to joining The Coca-Cola Company, Mr. Etchells held various positions at the Swire Group (1976 to 1998), including managing director of Swire Beverages (1995 to 1998), general manager of the Industries Division of Swire Pacific (1989 to 1995) and finance manager of the Industries Division of Swire Pacific (1981 to 1989). Mr. Etchells holds a BA in Political Studies from the University of Leeds, Leeds, the United Kingdom (1971) and a MA in Asia Pacific Studies from the University of Leeds (2013). He is a fellow of the Institute of Chartered Accountants in England and Wales and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Etchells is subject to re-election at the Annual General Meeting of the Company in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2025.

Save as disclosed, Mr. Etchells does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Etchells had a personal interest in 99,900 Shares or underlying Shares in the Company within the meaning of Part XV of the SFO.

Mr. Etchells received a Director's fee amounting to US\$137,750 for the year ended December 31, 2021 as an independent non-executive Director and a fee of US\$38,000 for the year ended December 31, 2021 as chairman of the Audit Committee of the Company. The emoluments of Mr. Etchells are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated June 5, 2014.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. Etchells involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Etchells that need to be brought to the attention of the Shareholders.

**(1) ANGELA IRIS BRAV**

Ms. Angela Iris Brav, aged 59, has served as President, International of Hertz Global Holdings, Inc., a Nasdaq-listed global rental car company, since November 2019. Prior to joining Hertz, Ms. Brav was Principal and Owner at AB Consulting & Advisors, a hospitality and entrepreneurial consulting firm she founded in January 2018. From August 2011 until December 2017, Ms. Brav served as Chief Executive Officer, European Region for InterContinental Hotels Group PLC (“IHG”), a global hospitality company listed on the London Stock Exchange and the New York Stock Exchange. Ms. Brav served as Chief Operating Officer for the Americas region of IHG from August 2009 until July 2011. She was previously a senior executive in various operational and strategic roles at IHG. Ms. Brav previously served as a non-executive director of U.K.-based Mothercare, Plc, and is a member of the Board of Trustees of Flagler College, St. Augustine, Florida, USA.

Ms. Brav holds a BBA in Business Management from Baker College, Oswosso, Michigan, USA (2009). Subject to the approval of Shareholders at the AGM, Ms. Brav will enter into an appointment letter that can be terminated by the Company at any time. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Incorporation of the Company.

As at the Latest Practicable Date, Ms. Brav does not have any interests (within the meaning of Part XV of the SFO) in the Shares or underlying Shares in the Company nor any associated corporation of the Company. She does not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Brav that need to be brought to the attention of the Shareholders of the Company.

**(2) CLAIRE MARIE BENNETT**

Ms. Claire Marie Bennett, aged 56, has served as Global Chief Customer Officer of InterContinental Hotels Group PLC (“IHG”), a global hospitality company listed on the London Stock Exchange and the New York Stock Exchange, since October 2020. She previously served as Global Chief Marketing Officer of IHG from October 2017 until October 2020. Prior to joining IHG, Ms. Bennet spent 11 years at The American Express Company, a New York Stock Exchange listed credit card services company, in a range of senior leadership roles including General Manager, Global Travel and Lifestyle (2013 – 2017), Executive Vice President and General Manager, Consumer Loyalty (2012 – 2013), Senior Vice President and General Manager, U.S. Consumer Travel (2009 – 2012) and Senior Vice President, Global Brand Management (2006 – 2009). Ms. Bennett also held various marketing and finance positions at Dell Computer Corporation and Pepsico (Quaker Oats Company). Ms. Bennett previously served as a non-executive director of Tumi Holdings, Inc. (2013-2016) and has served on various industry advisory boards.

Ms. Bennett holds an MBA from the J.L. Kellogg Graduate School of Management at Northwestern University, Evanston, Illinois, USA (1992) and a BS in Accounting from Indiana University, Bloomington, Indiana, USA (1988). Ms. Bennett is a certified public accountant.

Subject to the approval of Shareholders at the AGM, Ms. Bennet will enter into an appointment letter that can be terminated by the Company at any time. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Incorporation of the Company.

Ms. Bennett does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO. She does not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Bennett that need to be brought to the attention of the shareholders of the Company.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,436,913,157 Shares.

Subject to the passing of the ordinary resolution set out in paragraph 9 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting to be held on June 2, 2022, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 143,691,315 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting (excluding the Shares that are held in treasury pending cancellation if waiver from the Stock Exchange is received) within the limits referred to in paragraphs 8 and 9 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

Shares buy-back must be funded out of funds legally available for the purpose in accordance with the Articles of Incorporation and the Listing Rules and the applicable laws of Luxembourg. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any buy-back by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the buy-back. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

**4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2021) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
April, 2021	15.64	14.10
May, 2021	15.20	12.56
June, 2021	18.44	14.70
July, 2021	16.56	13.16
August, 2021	16.92	13.30
September, 2021	17.20	13.90
October, 2021	18.46	16.20
November, 2021	19.50	14.42
December, 2021	16.70	13.32
January, 2022	17.68	14.76
February, 2022	18.60	16.80
March, 2022	18.48	12.26
April, 2022 ( <i>up to the Latest Practicable Date</i> )	17.98	16.00

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Luxembourg.

#### **7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company and taking into consideration the interests of the substantial shareholders of the Company (as defined in the Listing Rules) in the voting rights of the Company as of the Latest Practicable Date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Buy-back Mandate. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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**SAMSONITE INTERNATIONAL S.A.**

**新秀丽國際有限公司**

*13-15 Avenue de la Liberté, L-1931 Luxembourg*

*R.C.S. LUXEMBOURG: B 159.469*

*(Incorporated in Luxembourg with limited liability)*

**(Stock code: 1910)**

### NOTICE OF ANNUAL GENERAL MEETING

**Notice is hereby given that** an annual general meeting (the “**Annual General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held on Thursday, June 2, 2022 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) without holding a physical meeting for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

#### ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) (among which the Conflict of Interest Report) and auditors for the year ended December 31, 2021.
2. To approve the allocation of the results of the Company for the year ended December 31, 2021.
3. To acknowledge the resignation of Mr. Keith Hamill as independent non-executive Director of the Company with immediate effect.
4. To re-elect the following retiring Directors for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2025:
  - (i) Mr. Timothy Charles Parker; and
  - (ii) Mr. Paul Kenneth Etchells.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To elect the following persons each as an independent non-executive Director with immediate effect and for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2025:
  - (i) Ms. Angela Iris Brav; and
  - (ii) Ms. Claire Marie Bennett.
6. To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the year ending December 31, 2022.
7. To re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company.
8. **“THAT:**
  - (a) subject to paragraphs 8(c) and (d) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to allot, issue and deal with additional shares in the capital of the Company (“**Shares**”) or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
  - (b) the mandate in paragraph 8(a) above shall authorize the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 8(a) above, otherwise than pursuant to:
    - (i) a Rights Issue (as defined below); or
    - (ii) the exercise of any options under the Share Award Scheme of the Company (the “**Share Award Scheme**”) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares of the Company; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of incorporation of the Company; or

(iv) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of the passing of this resolution and the said mandate shall be limited accordingly;

(d) the mandate in paragraph 8(a) above shall authorize the Directors of the Company to allot and issue, or agree conditionally or unconditionally to allot and issue, Shares or securities convertible with Shares for cash consideration, provided that the relevant price for securities shall not represent a discount of more than 10 per cent. to the Benchmarked Price (as defined below) of the Shares; and

(e) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of incorporation of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

**“Benchmarked Price”** means the higher of:

- (i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and
- (ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:
  - (A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) the date of the agreement involving the proposed issue of securities;  
and

(C) the date on which the subscription price for the securities is fixed.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

9. “**THAT:**

(a) subject to paragraph 9(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph 8(e) above) all the powers of the Company to purchase its Shares in accordance with all applicable law, rules and regulations; and

(b) (i) the total number of Shares of the Company to be purchased pursuant to the mandate in paragraph 9(a) above shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of passing of this resolution and (ii) the price at which any Shares of the Company may be purchased shall be within the range of HK\$5 and HK\$40 per Share and shall not be higher by five per cent. or more than the average closing market price of the Shares on The Stock Exchange of Hong Kong Limited for the five trading days preceding the date of purchase of any such Shares by the Company, and the said mandate shall be limited accordingly.”

### SPECIAL RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

10. To approve the discharge granted to the Directors and the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the exercise of their respective mandates during the year ended December 31, 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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11. To approve the remuneration to be granted to certain Directors.
12. To approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company.

By Order of the Board  
**SAMSONITE INTERNATIONAL S.A.**  
**Timothy Charles Parker**  
*Chairman*

Luxembourg, April 14, 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. In view of the ongoing COVID-19 pandemic, pursuant to the law dated September 23, 2020, extending measures concerning the holding of meetings in companies and other legal entities, as amended, adopted by the Chamber of Deputies of Luxembourg which authorised Luxembourg incorporated companies to adopt resolutions without physical meetings notwithstanding any provisions in the articles of incorporation, the Annual General Meeting shall be held without holding a physical meeting. Any shareholder of the Company entitled and wishing to vote at the Annual General Meeting must appoint the chairman of the Annual General Meeting (as designated representative of the Company) as his/her/its proxy to vote instead of him/her/it.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“**CCASS**”) or maintained with a licensed securities dealer (i.e. not directly recorded in his/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries.
4. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or at the Company’s registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Saturday, May 28, 2022 to Thursday, June 2, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg or with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1717, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, May 27, 2022 (Hong Kong Time).
6. In order to comply with its legal obligations under relevant laws (including, without limitation, the Luxembourg law dated August 10, 1915 on commercial companies as amended, the Luxembourg law dated November 12, 2004 on the fight against money laundering and terrorist financing as amended, any Luxembourg law implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of May 20, 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended), the Company shall collect (or has collected) and process (or has processed) your personal data as shareholder of the Company.

The Company is acting as the data user/data controller of the collected personal data.

The legal basis for the processing of the personal data is: (i) the Company’s legitimate interest, (ii) compliance with legal obligations.

The personal data is collected and processed for the purpose of preparing and holding the Annual General Meeting, preparing and taking of any resolutions related to the Annual General Meeting as well as any filing requirements and declarations related to the resolutions taken in this context.

The Company shall transmit your personal data to its agents, contractors or other third party service providers who provide any administrative, computer and other services to the Company and any duly appointed professionals, such as law firms, banks, consultants, domiciliation agents, auditors, financial experts and other professional advisors and governmental bodies etc. involved in the organization of the Annual General Meeting and in voting operations, as well as subsequent filing requirements. As necessary, sub-processing agreements will be signed with any concerned data processor acting on behalf and for the account of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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Any transfer of your personal data from a member state of the European Union to a recipient located in a third country, will be handled in accordance with Chapter V “Transfers of personal data to third countries or international organisations” of Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (General Data Protection Regulation).

The Company may store your personal data until it is no longer necessary to retain it to fulfil any of the purposes for which it was collected/processed, without prejudice to further obligations that may apply to the Company and which may require such personal data to be retained for a longer period.

You have the right to request from the Company access to and rectification of your personal data or restriction of processing concerning the data subject or to object to processing, to request the deletion of the data (under certain circumstances), as well as the right to data portability.

Please be also aware that, to the extent it is necessary for the purposes for which your personal data was collected/processed, and provided that the Company always complies with its legal obligations, the Company may disclose your personal data to:

- Governmental bodies; and
- Regulatory and non-regulatory authorities.

Please note that you have the right to lodge a complaint with the Luxembourg supervisory authority (*Commission Nationale pour la Protection des Données*).

Any questions in relation with the processing of your personal data can be sent to the Company’s Joint Company Secretary by e-mail at [john.livingston@samsonite.com](mailto:john.livingston@samsonite.com).

*As of the date of this notice, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is Timothy Charles Parker and the Independent Non-Executive Directors are Paul Kenneth Etchells, Jerome Squire Griffith, Keith Hamill, Tom Korbas, Bruce Hardy McLain (Hardy) and Ying Yeh.*