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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND THE EXTRAORDINARY GENERAL MEETING
HELD ON THURSDAY, JUNE 1, 2023**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “**Annual General Meeting**”) of Samsonite International S.A. (the “**Company**”) held on June 1, 2023, all the proposed resolutions as set out in the notice of the Annual General Meeting dated April 21, 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
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, 2022.	1,115,224,517 (99.877842%)	1,364,005 (0.122158%)
2.	To approve the allocation of the results of the Company for the year ended December 31, 2022.	1,115,656,893 (99.916565%)	931,629 (0.083435%)
3.	(a) To re-elect Mr. Kyle Francis Gendreau as a Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2026.	1,095,336,516 (98.096702%)	21,252,006 (1.903298%)
	(b) To re-elect Mr. Tom Korbas as a Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2026.	1,045,428,102 (93.626979%)	71,160,420 (6.373021%)
	(c) To re-elect Ms. Ying Yeh as a Director for a period of one year expiring upon the holding of the annual general meeting of the Company to be held in 2024.	830,593,171 (74.386684%)	285,995,351 (25.613316%)
4.	To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor (<i>réviseur d’entreprises agréé</i>) of the Company for the year ending December 31, 2023, and, subject to the adoption by the	1,043,501,741 (93.454457%)	73,086,781 (6.545543%)

	extraordinary general meeting of the Company to be held after the Annual General Meeting on the same date (the “ Extraordinary General Meeting ”) of the modification of Article 13.2 of the Articles of Incorporation of the Company (the “ Articles of Incorporation ”), authorization of the Board of Directors to fix the remuneration of the approved statutory auditor as from the financial year starting January 1, 2024.		
5.	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 and, subject to the adoption by the Extraordinary General Meeting of the modification of Article 13.2 of the Articles of Incorporation, authorization of the Board of Directors to fix the remuneration of the external auditor for the year ending December 31, 2023.	1,039,321,172 (93.080052%)	77,267,350 (6.919948%)
6.	To give a general mandate to the Directors to issue additional shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Annual General Meeting circular dated April 21, 2023 (the “ Circular ”)).	1,111,243,188 (99.521280%)	5,345,334 (0.478720%)
7.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Circular).	1,109,810,388 (99.392960%)	6,778,134 (0.607040%)
8.	THAT (a) the grant of restricted share units (“ RSUs ”) pursuant to the share award scheme of the Company adopted by the shareholders on December 21, 2022, as amended from time to time (the “ Share Award Scheme ”) in respect of an aggregate of up to 4,029,621 shares to Mr. Kyle Francis Gendreau in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of RSUs.	986,676,870 (93.056129%)	73,626,070 (6.943871%)
Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
9.	To approve the discharge granted to the Directors and the approved statutory auditor (<i>réviseur d’entreprises agréé</i>) of the Company for the exercise of their respective mandates during the year ended December 31, 2022.	1,104,677,272 (98.933246%)	11,911,250 (1.066754%)

10.	To approve the remuneration to be granted to certain Directors.	1,113,464,757 (99.720240%)	3,123,765 (0.279760%)
11.	To approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company.	1,047,345,941 (93.798738%)	69,242,581 (6.201262%)

Notes:

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8 and not less than 75% of the votes were cast in favour of each of the special resolutions numbered 9 to 11, all resolutions were duly passed.

As at the date of the Annual General Meeting, the total number of issued shares of the Company was 1,443,188,326 ordinary shares of US\$0.01 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the Annual General Meeting. There were no shares entitling the holders to attend and abstain from voting in favour at the Annual General Meeting as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As required under the Listing Rules, Mr. Kyle Francis Gendreau, his associates and all core connected persons of the Company holding an aggregate of 61,516,241 shares abstained from voting on the ordinary resolution numbered 8 at the Annual General Meeting.

Saved as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Annual General Meeting and none of the shareholders had stated his intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.

All Directors attended the Annual General Meeting.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company held on June 1, 2023, all the proposed resolutions as set out in the notice of the Extraordinary General Meeting dated April 21, 2023 were taken by poll. The poll results are as follows:

Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	Modification of article 11 (Audit) of the articles of incorporation of the Company, in order to read as follows: <i>11.1 The operations of the Company, comprising in particular the keeping of its accounts and the preparation of income tax returns or other declarations provided for by Luxembourg law, shall be supervised by one or several independent auditors (the “Independent Auditors”), including at least one approved statutory auditor (“réviseur d’entreprises agréé”) in accordance with the Luxembourg legislation on the accounting and the annual accounts of undertakings (the “Approved Statutory Auditor”) who need not be Shareholder of the Company. The Independent Auditors shall be appointed by the annual general meeting of</i>	1,116,429,649 (100%)	0 (0%)

	<p><i>Shareholders for a period of office ending on the day of the next following annual general meeting of Shareholders once its successor shall have been elected. The Independent Auditors shall remain in office until it/they has/have been re-elected or its/their successor has/have been elected.</i></p> <p><i>11.2 The Independent Auditors shall be eligible for re-election.</i></p> <p><i>11.3 The appointment or removal of the Independent Auditors shall be approved by an Ordinary Resolution of the Shareholders in general meeting. The Independent Auditors in office may only be removed (i) with cause or (ii) with both his/its approval and the approval of the general meeting.</i></p> <p><i>“11.4 The remuneration of the Independent Auditors shall be fixed as provided for under Article 13.2 below.”</i></p>		
2.	<p>Modification of 13.2 of the articles of incorporation of the Company, in order to read as follows:</p> <p><i>The Company in the annual general meeting shall hear the reports of the Independent Auditors and discuss the balance sheet. After the balance sheet has been approved, the general meeting shall decide by Ordinary Resolution, on the remuneration of the Directors and of the Independent Auditors and on the discharge to be granted to the Directors. The general meeting may decide to delegate to the Board (with authority for the Board to authorize the Audit Committee of the Board) the determination of the amount of the remuneration of the Independent Auditors.</i></p>	1,116,429,649 (100%)	0 (0%)
3.	<p>Modification of 13.18 of the articles of incorporation of the Company, in order to read as follows:</p> <p><i>Notice of every general meeting shall be given in any manner hereinbefore authorised to:</i></p> <p><i>a) every person shown as a member in the Register as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register;</i></p> <p><i>b) every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting and which identity has been communicated to the Register and/or to the Company;</i></p>	1,116,429,649 (100%)	0 (0%)

	<p>c) <i>the Independent Auditors;</i></p> <p>d) <i>each Director;</i></p> <p>e) <i>the Exchange; and</i></p> <p>f) <i>such other person to whom such notice is required to be given in accordance with the Listing Rules.</i></p> <p><i>No other person shall be entitled to receive notices of general meetings.</i></p>		
4.	Adoption of the new numbering of the articles of the law of August 10, 1915, on commercial companies referred to in Article 4.11, Article 5.2, Article 8.10 and Article 14.7 of the articles of incorporation of the Company, further to the Grand ducal decree of December 5, 2017, coordinating the law of August 10, 1915 on commercial companies, as amended.	1,116,429,649 (100%)	0 (0%)

Notes:

As not less than 75% of the votes were cast in favour of each of the special resolutions numbered 1 to 4, all resolutions were duly passed.

As at the date of the Extraordinary General Meeting, the total number of issued shares of the Company was 1,443,188,326 ordinary shares of US\$0.01 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the Extraordinary General Meeting. There were no shares entitling the holders to attend and abstain from voting in favour at the Extraordinary General Meeting as set out in rule 13.40 of the Listing Rules.

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Extraordinary General Meeting and none of the shareholders had stated his intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Extraordinary General Meeting.

The Company's share registrar in Luxembourg, Intertrust Luxembourg S.à r.l. and the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineers for the vote-taking at the Extraordinary General Meeting.

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

Luxembourg, June 1, 2023

As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is Timothy Charles Parker and the Independent Non-Executive Directors are Claire Marie Bennett, Angela Iris Brav, Paul Kenneth Etchells, Jerome Squire Griffith, Tom Korbas and Ying Yeh.