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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) PROPOSED ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**
(2) PROPOSED CHANGE OF CORPORATE NAME

The Board of Directors (the “**Board**”) of Samsonite International S.A. (the “**Company**”) announces that it proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) at the ordinary general meeting of the Company (the “**General Meeting**”) to be convened on January 23, 2025 to appoint Mr. Glenn Robert Richter and Ms. Deborah Thomas as independent non-executive Directors of the Company for an initial term commencing from the date of the General Meeting and expiring upon the holding of the annual general meeting of the Company (the “**AGM**”) to be held in 2027, where each of them will be eligible for re-election.

The Board also announces that it proposes to seek the approval of the Shareholders at the extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) to be convened on January 23, 2025 to change the name of the Company from “Samsonite International S.A.” to “Samsonite Group S.A.”. Subject to such shareholders’ approval being obtained, the Board proposes to change the Chinese name of the Company from “新秀丽國際有限公司” to “新秀丽集團有限公司”.

(1) PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In accordance with Article 8.1 of the Articles of Incorporation and subject to the approval of Shareholders at the General Meeting, Mr. Glenn Robert Richter and Ms. Deborah Thomas are proposed to be appointed as independent non-executive Directors of the Company at the General Meeting for an initial term commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027 (the “**Initial Term**”), where each of them will be eligible for re-election.

(a) Biographical Details of Mr. Glenn Robert Richter

Mr. Glenn Robert Richter (“**Mr. Richter**”), aged 62, has over three decades of experience overseeing finance and corporate strategy for a diverse set of multinational companies.

Mr. Richter has served as the chief financial and business transformation officer of International Flavors & Fragrances, a company listed on the New York Stock Exchange (NYSE: IFF), from 2021 to 2024. Prior to joining International Flavors & Fragrances in 2021, Mr. Richter served as chief operating officer and then chief administrative officer (2015 to 2018) and as chief financial officer (2019 to 2021) at TIAA Asset Management. Prior to that, Mr. Richter served as the chief operating officer of Nuveen Investments (2006 to 2015), which was acquired by TIAA in 2014. Between 2002 and 2005, Mr. Richter served on the board of directors of publicly listed companies USF Corp. (2005), Sears Canada, Inc. (2003 to 2005) and Advance Auto Parts, Inc. (2002). Mr. Richter was the executive vice president and chief financial officer of R.R. Donnelley & Sons Company (2005 to 2006), after serving at Sears Roebuck and Company as executive vice president and chief financial officer (2002 to 2005), senior vice president of finance (2001 to 2002) and vice president and corporate controller (2000 to 2001). From 1997 to 2000, Mr. Richter was at Dade Behring as senior vice president and chief financial officer (1998 to 2000) and senior vice president and controller (1997 to 1998). Mr. Richter worked at Pepsi Co’s Frito-Lay division from 1989 to 1996, holding various finance and operational roles, after starting his career as an associate at McKinsey & Company from 1987 to 1989. Mr. Richter holds an MBA from the Duke University, Durham, North Carolina, USA (1987) and a BBA in Economics and Public Policy from George Washington University, Washington, District of Columbia, USA (1985).

Save as disclosed above, Mr. Richter has confirmed that he (i) currently does not, nor did he in the past three years, hold any directorships in any listed public company in Hong Kong or overseas, (ii) has not held any positions with any of the Company and its subsidiaries, and (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As of the date of this announcement, Mr. Richter does not have any interest in the shares or underlying shares in the Company nor any associated corporation of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

Subject to the approval of his appointment as an independent non-executive Director by the Shareholders at the General Meeting, (i) the Company will enter into a letter of appointment with Mr. Richter for the Initial Term commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027, where he will be eligible for re-election in accordance with the Articles of Incorporation and (ii) he will be entitled to receive a remuneration of not less than US\$145,000 per annum for his appointment as independent non-executive Director under his letter of appointment, with the remuneration for the financial year ending December 31, 2025 being subject to the approval of the Shareholders at the AGM to be held in 2025 and pro-rated for the period of appointment in 2025. Mr. Richter's remuneration was determined by 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.

Mr. Richter has confirmed (i) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment. The Nomination Committee and the Board consider that Mr. Richter meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Save as disclosed above, there is no other information in relation to Mr. Richter that is 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 that need to be brought to the attention of the Shareholders in relation to Mr. Richter's appointment.

(b) Biographical Details of Ms. Deborah Thomas

Ms. Deborah Thomas ("**Ms. Thomas**"), aged 60, has over two decades of experience overseeing global financial operations and strategy.

Ms. Thomas had a 25 year career at Hasbro, Inc. ("**Hasbro**"), a global branded entertainment leader, which is listed on the Nasdaq Global Select Market (Nasdaq: HAS). During her tenure at Hasbro, Ms. Thomas served as the advisor to the chief executive officer (2023), executive vice president and chief financial officer (2013 to mid-2023), senior vice president and chief financial officer (2009 to 2013), senior vice president and head of corporate finance (2007 to 2009), senior vice president and controller (2003 to 2008) and assistant controller (1998 to 2003). Prior to joining Hasbro, Ms. Thomas held various assurance positions at KPMG Peat Marwick, LLP in the United States and the United Kingdom from 1986 to 1998. Ms. Thomas holds a Bachelor of Science degree from Providence College, Providence, Rhode Island, USA (1986) and is a certified public accountant.

Ms. Thomas has served as a director of Logitech International S.A., a company listed on the Nasdaq Global Select Market (Nasdaq: LOGI) and SIX Swiss Exchange (SIX: LOGN), since 2020 and was previously a director of SeaWorld Entertainment, Inc. (now known as United Parks & Resorts Inc.), a company listed on the New York Stock Exchange (NYSE: PRKS), from 2013 to 2019. Ms. Thomas also serves as a director of the Rhode Island Airport Corporation, a quasi public corporation, where she was reappointed in 2024, having previously served from 2010 to 2023.

Save as disclosed above, Ms. Thomas has confirmed that she (i) currently does not, nor did she in the past three years, hold any directorships in any listed public company in Hong Kong or overseas, (ii) has not held any positions with any of the Company and its subsidiaries, and (iii) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

As of the date of this announcement, Ms. Thomas does not have any interest in the shares or underlying shares in the Company nor any associated corporation of the Company within the meaning of Part XV of the SFO.

Subject to the approval of her appointment as an independent non-executive Director by the Shareholders at the General Meeting, (i) the Company will enter into a letter of appointment with Ms. Thomas for the Initial Term commencing from the date of the General Meeting and expiring upon the holding of the AGM to be held in 2027, where she will be eligible for re-election in accordance with the Articles of Incorporation and (ii) she will be entitled to receive a remuneration of not less than US\$145,000 per annum for her appointment as independent non-executive Director under her letter of appointment, with the remuneration for the financial year ending December 31, 2025 being subject to the approval of the Shareholders at the AGM to be held in 2025 and pro-rated for the period of appointment in 2025. Ms. Thomas' remuneration was determined by reference to her 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.

Ms. Thomas has confirmed (i) her independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment. The Nomination Committee and the Board consider that Ms. Thomas meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Ms. Thomas has notified the Board that she was named as one of the defendants in a securities class action filed in the U.S. District Court for the Southern District of New York on November 13, 2024, against Hasbro and certain of its officers and directors. The complaint alleges that defendants made false and misleading statements and omissions between February 2022 and October 2023 about the quality of inventory and inventory levels held by Hasbro (the "**Class Action**"). Ms. Thomas has confirmed to the Board that as of the date of this announcement she has not yet been served with the formal notice regarding the Class Action.

Save as disclosed above, there is no other information in relation to Ms. Thomas that is 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 that need to be brought to the attention of the Shareholders in relation to Ms. Thomas' appointment.

(2) PROPOSED CHANGE OF CORPORATE NAME

The Board proposes to seek the approval of the Shareholders at the Extraordinary General Meeting to change the name of the Company from “Samsonite International S.A.” to “Samsonite Group S.A.” (the “**Proposed Change of Corporate Name**”). Subject to such shareholders' approval being obtained, the Board proposes to change the Chinese name of the Company from “新秀丽國際有限公司” to “新秀丽集團有限公司”.

(a) Requirements under the Luxembourg Companies Law

Under the Luxembourg Companies Law, any change of corporate name must be approved by the shareholders of the company with specific quorum and majority requirements required for the amendments of the Articles of Incorporation.

(b) Conditions for the Proposed Change of Corporate Name

The Proposed Change of Corporate Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Corporate Name at the Extraordinary General Meeting before a Luxembourg notary; and
- (ii) compliance with all relevant procedures, filings, registrations, approvals and requirements under Luxembourg Laws necessary to give effect to the Proposed Change of Corporate Name.

The relevant filings under Luxembourg Laws will be made after the passing of the special resolution at the Extraordinary General Meeting. Subject to the satisfaction of the conditions set out above, the Proposed Change of Corporate Name will become effective as of the date of the Extraordinary General Meeting after the notarial deed is signed by the Luxembourg notary. This means that the new corporate name can be used effectively as of that moment in time. All post amendment formalities will be performed by the Luxembourg notary amongst others, filing with the Luxembourg Trade and Companies Register, which will thereafter issue an extract with the new name of the Company in place of the existing name of the Company. The Company will then carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong.

(c) Reasons for the Proposed Change of Corporate Name

The Board considers that the Proposed Change of Corporate Name will better reflect that the Company owns and operates a portfolio of customer-centric and iconic brands led by *Samsonite*[®], *Tumi*[®] and *American Tourister*[®]. The Board believes that the new English and Chinese names of the Company will provide the Company with a more defined corporate image and identity which will benefit the Company's future business development. Therefore, the Board considers that the Proposed Change of Corporate Name is in the best interests of the Company and the Shareholders as a whole.

(d) Effects of the Proposed Change of Corporate Name

The Proposed Change of Corporate Name will not affect the rights of the Shareholders or the daily operations and financial position of the Group. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Corporate Name becoming effective, continue to be evidence of legal title to the shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company. The English short name and Chinese short name of the Company for the trading of the shares on The Stock Exchange of Hong Kong Limited will remain unchanged.

Further announcement(s) will be made by the Company to inform Shareholders of the results of the Extraordinary General Meeting, the effective date of the Proposed Change of Corporate Name and other relevant information as and when appropriate.

(3) GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

The proposed election of the independent non-executive Directors and the Proposed Change of Corporate Name will be subject to the approval of the Shareholders at the General Meeting and the Extraordinary General Meeting of the Company to be convened on Thursday, January 23, 2025, respectively.

The circular containing, among other things, details of the foregoing matters together with the notices of the General Meeting and the Extraordinary General Meeting and forms of proxy for use at the General Meeting and the Extraordinary General Meeting will be dispatched to the Shareholders on Tuesday, December 24, 2024.

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

Hong Kong, December 23, 2024

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.