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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held in the presence of a notary of the Grand Duchy of Luxembourg on Thursday, June 4, 2020 at 11:00 a.m. (CET)/5:00 p.m. (Hong Kong time) (or as soon thereafter as the Annual General Meeting shall have adjourned) without holding a physical meeting for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

The purpose of the Extraordinary General Meeting is to renew the authorization granted on March 3, 2016 until March 28, 2021 to the board of directors of the Company, for a new period of five years, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to issue the Company’s shares, to grant options to subscribe for the Company’s shares, to grant restricted share units to receive/subscribe for the Company’s shares and to issue, grant any subscription rights or any other securities or instruments convertible or exchangeable into the Company’s shares, and consequently to increase, in one or several times, the subscribed share capital of the Company within the limits of the authorized capital of the Company, without reserving a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s shares to be issued, and to allocate the existing Company’s shares without consideration or to issue the Company’s shares paid-up out of available reserves to employees and to corporate officers (including directors) of the Company, or certain categories thereof.

Subject to the passing of the special resolution set out below and subject always to the same conditions and restrictions currently in effect (as further described in the letter from the board of directors of the Company included in the circular issued by the Company on April 17, 2020), the Company’s directors will have the authority under the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, (i) to issue additional shares, to grant options to subscribe for the Company’s shares, to grant restricted share units to receive Company’s shares and to issue any other securities or instruments convertible into the Company’s shares without reserving for the existing Company’s shareholders the preferential rights to subscribe for the issued shares and (ii) to allocate existing Company’s shares without consideration and/or to issue Company’s shares paid-up out of available reserves to employees and/or corporate officers

(including directors, members of the management board and the supervisory board) of the Company or companies pertaining to the same group as the Company, pursuant to the existing mandate or any future mandate that the Company's shareholders may grant to the board of directors at a general meeting with the authority for the board of directors of the Company to cancel or limit the preferential subscription rights of the existing Company's shareholders when issuing the shares.

A report of the board of directors of the Company justifying the reasons for the renewal of the share capital authorization with the authority of the board of directors to cancel or limit the preferential subscription rights of the existing Company's shareholders is attached to the present convening notice.

SPECIAL RESOLUTION

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

1. To renew the authorization granted to the board of directors of the Company, for a new period of five years starting from the date of the publication in the Luxembourg Official Gazette, Recueil Electronique des Sociétés et Associations, of the minutes of the Extraordinary General Meeting, to issue the Company's shares, to grant options to subscribe for the Company's shares, to grant restricted share units to receive/subscribe for the Company's shares and to issue, grant any subscription rights or any other securities or instruments convertible or exchangeable into the Company's shares, and consequently to increase, in one or several times, the subscribed share capital of the Company, and to allocate the existing Company's shares without consideration or to issue the Company's shares paid-up out of available reserves to employees and to corporate officers (including directors) of the Company and its subsidiaries, or certain categories thereof, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, within the limits provided for in Article 4.2 of the articles of incorporation of the Company and without reserving (by canceling or limiting) a preferential subscription right to the existing Company's shareholders to subscribe to the Company's shares to be issued, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 420-26 (5) and (6) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time.

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

Luxembourg, April 17, 2020

Notes:

1. The resolution at the Extraordinary 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 state of crisis declared on March 18, 2020 by the Government of the Grand Duchy of Luxembourg and the provisions of the grand ducal regulation adopted on March 20, 2020 which authorized Luxembourg incorporated companies to adopt resolutions without physical meetings notwithstanding any provision in the articles of incorporation, the Extraordinary General Meeting shall be held without holding a physical meeting. Any shareholder of the Company entitled and wishing to vote at the Extraordinary General Meeting must appoint the chairman of the Extraordinary General Meeting 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 Extraordinary General Meeting or any adjournment thereof.
5. For determining the entitlement to vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, May 28, 2020 to Thursday, June 4, 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to vote at the Extraordinary 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 Wednesday, May 27, 2020 (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 Company shall transmit (or has transmitted) 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 Extraordinary General Meeting and in voting operations, as well as subsequent filing requirements.

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.

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