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**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

*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 GRANT OF DUAL LISTING ISSUANCE  
MANDATE TO ISSUE NEW SHARES**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF  
INCORPORATION OF THE COMPANY**

**(3) PROPOSED CANCELLATION OF OUTSTANDING  
TREASURY SHARES OF THE COMPANY**

Further to the Company's announcement on March 22, 2024, the Company announces that it is proposing to seek a dual listing of the Shares (which the Board expects will be in the form of American depositary shares that will represent a fixed number of Shares) on a stock exchange in the United States and that, subject to global market and other conditions, the Company may elect to issue Shares at the time of the potential dual listing. Accordingly, the Company proposes to seek Shareholders' approval for a dual listing share issuance mandate to allow the Company to issue new Shares in connection with the potential dual listing without increasing dilution beyond the levels already approved by the Shareholders at the 2025 AGM.

The Company also proposes to seek Shareholders' approval for amendments to its Articles of Incorporation to, among other things, facilitate the potential dual listing and to allow ADSs to be listed on a stock exchange in the United States.

In addition, the Company proposes to seek Shareholders' approval to cancel all outstanding treasury shares immediately following completion of the potential dual listing.

The General Meeting and Extraordinary General Meeting will be held on Thursday, March 19, 2026 to approve the above matters.

## (1) **PROPOSED GRANT OF DUAL LISTING ISSUANCE MANDATE TO ISSUE NEW SHARES**

### ***Background***

On March 22, 2024, Samsonite Group S.A. (the “**Company**”) announced that after conducting a preliminary review of potential paths forward to enhance value for the shareholders of the Company (“**Shareholders**”), the board of directors of the Company (the “**Board**”) determined to focus on pursuing a dual listing.

The Company announces that it is proposing to seek a dual listing of the Company’s shares (the “**Shares**”) (which the Board expects will be in the form of American depositary shares (“**ADSs**”) that will represent a fixed number of Shares) on a stock exchange in the United States of America (the “**United States**”) and that, subject to global market and other conditions, the Company may elect to issue Shares at the time of the potential dual listing.

The Board believes that a dual listing of the Shares on a stock exchange in the United States will enhance value creation over time for Shareholders by increasing overall trading volume in the Shares and making the Shares more accessible to investors in the United States and globally, and that, subject to global market and other conditions, an issuance of Shares at the time thereof, if executed successfully, has the potential to advance these benefits by providing initial trading liquidity in the United States.

The manner and timing of the potential dual listing have not yet been determined, and any plan to pursue the potential dual listing will be subject to change, including as a result of global market and other conditions.

### ***Proposed Grant of Dual Listing Issuance Mandate***

In order to give the Company desirable flexibility to determine the price at which Shares (if any) may be issued at the time of the potential dual listing, and by doing so ensure that any such Share issuance would be conducted in the best interests of the Company and the Shareholders as a whole, it is proposed that the Shareholders grant to the Directors an issuance mandate to allot, issue or deal with additional Shares at the time of the potential dual listing within the limits of the Company’s authorized capital (the “**Dual Listing Issuance Mandate**”) as provided for in the articles of incorporation of the Company (the “**Articles of Incorporation**”).

The Dual Listing Issuance Mandate will not create any additional dilution to Shareholders beyond the levels already approved by the Shareholders at the annual general meeting of the Company held on June 3, 2025 (the “**2025 AGM**”) as part of their grant of the general mandate to the Directors to allot, issue and deal with additional Shares (the “**Existing Share Issuance Mandate**”).

The number of Shares that may be issued under the Dual Listing Issuance Mandate will not exceed 138,306,408 Shares (representing 9.97% of the total issued Shares (excluding treasury shares) as of the date of this announcement), and which is the same maximum number of Shares that may be allotted, issued or dealt with under the Existing Share Issuance Mandate (which represented 10% of the total issued Shares (excluding treasury shares) as of the date of the 2025 AGM).

The Board will ensure that the maximum combined dilution impact on Shareholders pursuant to any issuance of Shares under the Dual Listing Issuance Mandate and any other issuance under the Existing Share Issuance Mandate will not exceed the limit under the Existing Share Issuance Mandate (i.e. 10% of the total number of issued Shares (excluding treasury shares) as of the date of the 2025 AGM).

If any Shares are issued under the Dual Listing Issuance Mandate, the Board expects that such Shares will be in the form of ADSs that will represent a fixed number of Shares.

Any Shares issued under the Dual Listing Issuance Mandate will be issued for cash consideration at a price to investors (the “**Issuance Price**”) that will be not more than a 15% discount to the last closing price of the Shares immediately before the underwriting agreement for the issuance of Shares under the Dual Listing Issuance Mandate is signed. Such underwriting agreement will set out the number of Shares and the price per Share of such issuance. The Issuance Price of any Shares issued under the Dual Listing Issuance Mandate will also comply with Rule 13.36(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Dual Listing Issuance Mandate will be valid until the conclusion of the annual general meeting of the Company to be held on June 4, 2026 and will automatically terminate upon the occurrence of the potential dual listing.

It is currently expected that any net proceeds raised will be used for working capital and other general corporate purposes, including, but not limited to, operating expenses, capital expenditures, the repayment of existing indebtedness, the repurchase of Shares and the financing of possible acquisitions.

The proposed grant of Dual Listing Issuance Mandate is subject to the approval of the Shareholders by way of an ordinary resolution at the ordinary general meeting of the Shareholders to be held on Thursday, March 19, 2026 (the “**General Meeting**”).

If the Dual Listing Issuance Mandate is not granted by the Shareholders at the General Meeting, the Company may allot, issue or deal with additional Shares at the time of the potential dual listing in accordance with the terms of the Existing Share Issuance Mandate (which provides that the issuance price of any Shares could not be at a discount of 10% or more to the Benchmarked Price (as defined in the 2025 AGM circular to shareholders dated April 30, 2025 (the “**2025 AGM Circular**”))). However, the Board believes that the reduced pricing flexibility afforded under the Existing Share Issuance Mandate could impede the Company’s ability to successfully execute an issuance of Shares at the time of the potential dual listing on favorable terms (or at all). This could in turn limit the anticipated benefits of the potential dual listing as limited initial trading liquidity could negatively impact the trading price of the Shares in the United States.

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE COMPANY**

The Board proposes to seek the approval of the Shareholders at the extraordinary general meeting of the Shareholders to be held on Thursday, March 19, 2026 (the “**Extraordinary General Meeting**”) for the amendments to the Articles of Incorporation (a) to facilitate the potential dual listing and to allow ADSs to be listed on a stock exchange in the United States, (b) to remove certain provisions which are no longer required under the Listing Rules to be included in the Articles of Incorporation, and (c) to reflect the requirement under Luxembourg law for the notice period for general meetings of shareholders (other than an annual general meeting or a general meeting for the passing of a special resolution) to be not less than 15 calendar days (instead of 14 calendar days) (together, the “**Proposed Amendments to the Articles**”).

The Proposed Amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the Extraordinary General Meeting.

**(3) PROPOSED CANCELLATION OF OUTSTANDING TREASURY SHARES OF THE COMPANY**

On June 7, 2024, the Company announced a share buyback program (the “**Share Buyback Program**”) for the period commencing from June 7, 2024 and ending on the date of the 2025 AGM to repurchase Shares for an aggregate consideration of up to US\$200 million (excluding brokerage commissions and applicable fees). The Share Buyback Program was implemented pursuant to the share buyback mandate granted by the Shareholders at the annual general meeting of the Company held on June 6, 2024. As of the date of this announcement, the Company had repurchased a total of 79,301,100 Shares pursuant to the Share Buyback Program for an aggregate consideration of US\$200,040,832 (excluding brokerage commissions and applicable fees). All of the Shares purchased by the Company are held in treasury.

At the 2025 AGM, Shareholders granted a share buyback mandate to the Directors for the period commencing from June 3, 2025 and ending on the date of the next annual general meeting of the Company to be held on June 4, 2026. As disclosed in the 2025 AGM Circular, the Board stated that if it decides to implement a further share buyback program, details will be separately announced by the Company. As at the date of this announcement, the Company has not announced a further share buyback program.

Under the Luxembourg law of August 10, 1915 on commercial companies (“**Luxembourg Companies Law**”), the Company is permitted to elect to hold in treasury any Shares it repurchases and such treasury Shares may subsequently be kept by the Company, sold for cash, transferred pursuant to an employees’ share scheme or cancelled. Under the Listing Rules, any Shares purchased by the Company may be held as treasury Shares or cancelled. It is further noted that under Luxembourg Companies Law, any share cancellation and consecutive share capital decrease require the holding of an extraordinary general meeting of the Shareholders to approve such cancellation and share capital decrease.

It is proposed that if the Company completes the potential dual listing, all outstanding treasury shares held by the Company immediately following the completion of the dual listing will be cancelled and the share capital of the Company will be reduced accordingly. This will offset potential dilution arising from any issue of Shares pursuant to the Dual Listing Issuance Mandate as well as upon the exercise and/or vesting of outstanding share options and restricted share units granted by the Company and any future Share issuances.

The proposed cancellation of the outstanding treasury shares of the Company is subject to the approval of the Shareholders by way of a special resolution at the Extraordinary General Meeting and under the condition precedent of the completion of the potential dual listing.

#### **(4) GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING**

The proposed grant of Dual Listing Issuance Mandate, Proposed Amendments to the Articles and proposed cancellation of the outstanding treasury shares of the Company will be subject to the approval of the Shareholders at the General Meeting and the Extraordinary General Meeting of the Company, as the case may be, to be convened on Thursday, March 19, 2026.

The circular containing, among other things, details of (a) the proposed grant of the Dual Listing Issuance Mandate, (b) the Proposed Amendments to the Articles and (c) the proposed cancellation of the outstanding treasury shares of the Company, together with the notices of the General Meeting and the Extraordinary General Meeting and the forms of proxy for use at the General Meeting and the Extraordinary General Meeting, will be dispatched to the Shareholders in due course.

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

Luxembourg, Grand Duchy of Luxembourg, February 13, 2026

*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, Jerome Squire Griffith, Tom Korbas, Glenn Robert Richter and Deborah Maria Thomas.*