

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 159469 (Incorporated in Luxembourg with limited liability)

(Incorporated in Luxembourg with limited liability)
(Stock code: 1910)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, MARCH 3, 2016

/We ^(Note1)	
of	
peing the registered holder(s) of (Note 2)	shares of US\$0.01 each
n the share capital of Samsonite International S.A. (the "Company") hereby app neeting (Note 3) or	oint the Chairman of the
my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below a meeting of the shareholders of the Company (the "Extraordinary General Meeting") to be Liberté, L-1931 Luxembourg before a notary of the Grand Duchy of Luxembourg on Thurstonn. (CET) (and at any adjournment thereof).	at the extraordinary general c held at 13–15 Avenue de la

Please mark a tick ("\(\sigma\)") in the appropriate box to indicate how you wish your vote to be cast on a poll (Note 4).

SPECIAL RESOLUTION		FOR	AGAINST
1.	To (a) reduce the authorised share capital of the Company from one billion twelve million eight hundred thousand three hundred sixtynine United States Dollars ninety-nine Cents (US\$1,012,800,369.99), representing one hundred and one billion two hundred eighty million thirty-six thousand nine hundred ninety-nine (101,280,036,999) shares (including the subscribed share capital), to thirty-five million United States Dollars (US\$35,000,000), representing three billion five hundred million (3,500,000,000) shares (including the subscribed share capital), (b) renew the authorisation granted to the board of directors of the Company until May 11, 2016, for an additional period of five years, to issue Company's shares, to grant options to subscribe for Company's shares and to issue any other securities or instruments convertible into Company's shares, within the limits of the authorised share capital of the Company and under the terms and conditions provided for in Article 4.2 of the articles of incorporation of the Company, 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, and with the authority for the board of directors of the Company to limit or withdraw the preferential subscription rights of the shareholders when issuing the Company's new shares, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 32-3 (5) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and (c) amend Article 4.2 of the articles of incorporation of the Company to reflect the reduction and the renewal referred to above which shall be read as follows:		

SPECIAL RESOLUTION	FOR	AGAINST
"The authorised share capital of the Company is set, including the subscribed share capital, at thirty-five million United States Dollars (USD35,000,000) represented by three billion five hundred million (3,500,000,000) Shares with a par value of United States Dollars one Cent (USD0.01) each. Subject always to compliance with applicable provisions of the Luxembourg Companies Law, during the period of five years from the date of the publication in the Luxembourg Official Gazette, Mémorial C, Recueil des Sociétés et Associations, of the minutes of the Extraordinary General Meeting approving the renewal of the authorised share capital, the Board is authorised to issue Shares, to grant options to subscribe for Shares and to issue any other securities or instruments convertible into Shares, to such persons and on such terms as it shall see fit and specifically to proceed to such issue without reserving for the existing Shareholders a preferential right to subscribe for the issued Shares. Moreover, to comply with applicable provisions of the Listing Rules, any issue of Shares, any grant of options to subscribe for Shares and any issue of any other securities or instruments convertible into Shares by the Board through the authorised share capital authorisation shall be or shall have been specifically approved in advance by a resolution passed by Shareholders at a general meeting of the Company, except as expressly permitted in the Listing Rules."		

Date:	2016	Signature(s) (Note 5)

Notes:

- 1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- 3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Extraordinary General Meeting may appoint more than one proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("\sqrt{n}") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("\sqrt{n}") THE BOX MARKED "AGAINST". If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the notice convening the Extraordinary General Meeting.
- 5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- 6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- 7. In order to be valid, this form of proxy must be deposited at 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 before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof.
- 8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.