



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

TO BE HELD ON THURSDAY, JUNE 1, 2023

I/We^(Note 1) _____

of _____

being the registered holder(s) of^(Note 2) _____

shares of US\$0.01 each in the share capital of Samsonite International S.A. (the “Company”) hereby appoint the Chairman of the meeting^(Note 3)

or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company to be held in the presence of a notary of the Grand Duchy of Luxembourg at 13–15 Avenue de la Liberté, L-1931 Luxembourg at 10:30 a.m. (CET)/4:30 p.m. (Hong Kong time) (or as soon thereafter as the annual general meeting of the Company to be held on the same date shall have adjourned) (and at any adjournment thereof).

Please mark a tick (“/”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

SPECIAL RESOLUTIONS		FOR	AGAINST
1.	<p>Modification of article 11 (Audit) of the articles of incorporation of the Company, in order to read as follows:</p> <p>11.1 <i>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 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>11.2 <i>The Independent Auditors shall be eligible for re-election.</i></p> <p>11.3 <i>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>“11.4 <i>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: <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>		
3.	<p>Modification of 13.18 of the articles of incorporation of the Company, in order to read as follows: <i>Notice of every general meeting shall be given in any manner herein before authorized to:</i></p> <p>(a) <i>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>(b) <i>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> <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.	<p>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.</p>		

Date: _____ 2023

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 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) 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 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 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 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.

PERSONAL INFORMATION COLLECTION STATEMENT (HONG KONG)

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting of the Company, as well as subsequent filing requirements (with the local Trade Register etc.) if applicable (together, the “Purposes”), and may be held, processed or used for any of these Purposes. You/Your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486, Laws of Hong Kong, and any such request should be in writing by mail to the Company.

GENERAL DATA PROTECTION REGULATION

The legal basis for the processing of your personal data is a legal obligation applying to the Company (i.e. the organization of the Extraordinary General Meeting) and the Company’s legitimate interests in connection with the fulfilment of the Purposes.

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.

MISCELLANEOUS

The Company is acting as the data user/data controller of the collected personal data.

The legal basis for the processing of the personal data are: (i) the Company’s legitimate interest, and (ii) compliance with legal obligations.

The personal data is collected and processed for the purpose of preparing and holding the Extraordinary General Meeting, preparing and taking of any resolutions related to the Extraordinary General Meeting as well as any filing requirements and declarations related to the resolutions taken in this context. 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. As necessary, sub-processing agreements will be signed with any concerned data processor acting on behalf and for the account of the Company.

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. 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.