



Samsonite International S.A.

13–15, Avenue de la Liberté, L-1931 Luxembourg

R.C.S. Luxembourg: B 159.469

(Incorporated under the laws of Luxembourg with limited liability)

Report of the Board of Directors to the Ordinary General Shareholders' Meeting
to be held on June 3, 2021

SAMSONITE INTERNATIONAL S.A.

Société anonyme

Registered office: 13-15, Avenue de la Liberté, L-1931 Luxembourg

R.C.S. Luxembourg: B 159.469

(the “**Company**”)

**REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL
SHAREHOLDERS’ MEETING TO BE HELD ON JUNE 3rd, 2021**

March 17, 2021

Dear Shareholders,

During the meeting of the Board of Directors held on December 10, 2020, Mr. Kyle Francis Gendreau declared his personal interests regarding the decision to be taken by the Board to increase in one or several sequences, upon exercise of share options (“**Options**”) granted pursuant to the share award scheme adopted by the Shareholders on September 14, 2012 (as amended from time to time, the “**Share Award Scheme**”), the share capital of the Company, within the limits of the authorized capital of the Company pursuant to article 4.2 of the articles of association of the Company by an amount of up to USD179,336.36.- through the issue of up to 17,933,636 new shares in the Company having a nominal value of USD0.01 each (the “**New Shares**”), and having the same rights and obligations as the existing shares in the Company, without reserving a preferential subscription right to the existing shareholders of the Company.

Due to the fact that New Shares may be issued upon the exercise of Options that may be granted to Mr. Kyle Francis Gendreau, he declared during the meeting of the Board of Directors held on December 10, 2020 his personal interests in the above.

As a consequence, pursuant to Article 10.9 of the articles of association of the Company and Article 441-7 of the Luxembourg law on commercial companies dated August 10, 1915, the Board of Directors has taken note in the minutes of the meeting of the Board of Directors dated December 10, 2020 of such conflict of interest.

The Board of Directors draws your attention to this and reports that such conflict has arisen. The Board of Directors, without Mr. Kyle Francis Gendreau deliberating or voting, has approved in the minutes of the Board of Directors dated December 10, 2020, among others, the above described matters.

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During the meeting of the Board of Directors held on March 17, 2021, Mr. Tom Korbas declared his personal interests in the decision made by the Board of Directors to approve his re-designation as an independent non-executive director of the Company as from March 17, 2021.

Mr. Tom Korbas declared during the meeting of the Board of Directors held on March 17, 2021 his personal interests in the above.

As a consequence, pursuant to Article 10.9 of the articles of association of the Company and Article 441-7 of the Luxembourg law on commercial companies dated August 10, 1915, the Board of Directors has taken note in the resolutions of the board of directors dated March 17, 2021 of such conflict of interest.

The Board of Directors draws your attention to this and reports that such conflict has arisen. The Board of Directors without Mr. Tom Korbas deliberating nor voting, has approved in the minutes of the Board of Directors dated March 17, 2021, among others, the above described matter.



By: Timothy Charles Parker

Capacity: Chairman and Director