



Samsonite International S.A.
(Société Anonyme)

Address of the registered office:
13–15, Avenue de la Liberté
L-1931, Luxembourg

R.C.S. Luxembourg: B 159469

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Société anonyme

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(the “**Company**”)

**REPORT OF THE BOARD OF DIRECTORS
TO THE ORDINARY GENERAL SHAREHOLDERS’ MEETING
TO BE HELD ON JUNE 6, 2013**

March 18, 2013

Dear Shareholders,

The board of directors of the Company approved during the meeting held on January 8, 2013, the granting of share options (the “**Options**”) to certain directors and employees of the Company and its subsidiaries (the “**Grantees**”), pursuant to the rules of the share award scheme adopted by the shareholders of the Company on September 14, 2012 (the “**Transaction**”). The Company granted Options entitling the Grantees to subscribe for a total of 15,532,227 new shares of the Company having a nominal value of USD0.01 each.

Of the Options granted, a total of 3,991,081 shares issuable under Options granted were allocated to Mr. Timothy Charles Parker, Mr. Kyle Francis Gendreau and Mr. Ramesh Dungarmal Tainwala, in the following proportion:

Mr. Timothy Charles Parker: 2,368,749 shares issuable under Options granted;

Mr. Kyle Francis Gendreau: 779,124 shares issuable under Options granted; and

Mr. Ramesh Dungarmal Tainwala: 843,208 shares issuable under Options granted.

Mr. Timothy Charles Parker, Mr. Kyle Francis Gendreau and Mr. Ramesh Dungarmal Tainwala declared during the meeting of the board of directors held on January 8, 2013 their pecuniary personal interest on the Transaction.

As a consequence, pursuant to Article 10.9 of the articles of association of the Company and Article 57 of the Luxembourg law on commercial companies dated 10 August 1915, the board of directors has taken note in the minutes of the meeting of the board of directors held on January 8, 2013 of such a conflict of interest.

The board of directors draws your attention to this and reports that such conflict has arisen. The board of directors of the Company without Mr. Timothy Charles Parker, Mr. Kyle Francis Gendreau and Mr. Ramesh Dungarmal Tainwala, deliberating nor voting, has approved during the meeting of the board of directors held on January 8, 2013 the Transaction.

Moreover, the board of directors of the Company approved during the meeting held on March 18, 2013, the Company’s continuing connected transactions as further described in the report of the board of directors relating to the Company’s consolidated accounts for the financial year ended December 31, 2012, in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**CCTs**”).

Due to the fact that Samsonite South Asia Private Limited, a non-wholly owned subsidiary of the Company, has entered into transactions with the associates and certain members of the family of Mr. Ramesh Dungarmal Tainwala and that Mr. Ramesh Dungarmal Tainwala is a shareholder of Samsonite South Asia Private Limited, Mr. Ramesh Dungarmal Tainwala declared during the meeting of the board of directors held on March 18, 2013 his pecuniary personal interest.

As a consequence, pursuant to Article 10.9 of the articles of association of the Company and Article 57 of the Luxembourg law on commercial companies dated 10 August 1915, the board of directors has taken note in the minutes of the meeting of the board of directors held on March 18, 2013 of such a conflict of interest.

The board of directors draws your attention to this and reports that such conflict has arisen. The board of directors of the Company without Mr. Ramesh Dungarmal Tainwala, deliberating nor voting, has approved during the meeting of the board of directors held on March 18, 2013 the CCTs.

Timothy Charles Parker
Chairman