



**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)**

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON THURSDAY, JUNE 4, 2026**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
shares of US\$0.01 each in the share capital of Samsonite Group S.A. (the “**Company**”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, June 4, 2026 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) (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<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS <sup>(Note 9)</sup>		FOR	AGAINST
1.	To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ <b>Directors</b> ”) (among which the Conflict of Interest Report) and auditors for the year ended December 31, 2025.		
2.	To approve the allocation of the results of the Company for the year ended December 31, 2025, among which a dividend distribution to shareholders of the Company in an aggregate amount of US\$140,000,000.		
3.	To acknowledge the retirement of Mr. Timothy Charles Parker as a Director of the Company effective from the conclusion of the Annual General Meeting.		
4.	To re-elect Mr. Kyle Francis Gendreau as a Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2029.		
5.	To elect Mr. Sameer Suneja as a Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2029.		
6.	To renew the mandate granted to KPMG Audit S.à r.l. to act as approved statutory auditor ( <i>réviseur d’entreprises agréé</i> ) of the Company for the year ending December 31, 2026, and authorize the Board of Directors of the Company (the “ <b>Board</b> ”) (with authority for the Board to authorize the Audit Committee of the Board) to fix the remuneration of the approved statutory auditor for the year ending December 31, 2026.		
7.	To re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company and authorize the Board (with authority for the Board to authorize the Audit Committee of the Board) to fix the remuneration of the external auditor for the year ending December 31, 2026.		
8.	To give a general mandate to the Directors to allot, issue and deal with additional ordinary shares of the Company (“ <b>Shares</b> ”) or securities convertible into Shares (which would include convertible bonds) not exceeding 10 per cent. of the total number of issued Shares as at the date of this resolution (excluding treasury shares) in accordance with the terms and conditions described in the Annual General Meeting circular.		
9.	To give a general mandate to the Directors to repurchase Shares not exceeding 10 per cent. of the total number of issued Shares as at the date of this resolution in accordance with the terms and conditions described in the Annual General Meeting circular.		
10.	To grant an issuance mandate to the Directors to allot, issue and deal with additional Shares of the Company (“ <b>Shares</b> ”) not exceeding 10 per cent. of the total number of issued Shares as at the date of this resolution (excluding treasury shares) at the time of the Company’s potential dual listing of the Shares in the form of American depositary shares representing Shares on a stock exchange in the United States in accordance with the terms and conditions described in the Annual General Meeting circular.		
11.	To approve the discharge granted to the Directors for the exercise of their mandates during the year ended December 31, 2025.		
12.	To approve the discharge granted to the approved statutory auditor ( <i>réviseur d’entreprises agréé</i> ) of the Company for the exercise of its mandate during the year ended December 31, 2025.		
13.	To approve the remuneration to be granted to the Directors.		

ORDINARY RESOLUTIONS <sup>(Note 9)</sup>		FOR	AGAINST
14.	To approve the amendments to the share award scheme of the Company adopted by the shareholders on December 21, 2022, as amended from time to time (the “2022 Share Award Scheme”), as set out in Appendix III to the Annual General Meeting circular, with such amendments to become effective upon completion of the potential dual listing.		
15.	To (a) approve the grant of annual restricted share units (“RSUs”) pursuant to the 2022 Share Award Scheme in respect of an aggregate of up to 6,754,210 Shares to Mr. Kyle Francis Gendreau in accordance with the terms of the 2022 Share Award Scheme and subject to all applicable laws, rules and regulations and applicable award document(s) and (b) give authority to the Directors to exercise the powers of the Company to give effect to such grant of RSUs.		
16.	To (a) approve the grant of time-based retention restricted share units (“TRSUs”) pursuant to the 2022 Share Award Scheme in respect of an aggregate of up to 2,841,580 Shares to Mr. Kyle Francis Gendreau in accordance with the terms of the 2022 Share Award Scheme and subject to all applicable laws, rules and regulations and applicable award document(s) and (b) give authority to the Directors to exercise the powers of the Company to give effect to such grant of TRSUs.		

Date: \_\_\_\_\_

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**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 Annual 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 INITIALLED 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 YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** 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 Annual General Meeting other than those referred to in the notice convening the Annual 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 Annual 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 Annual General Meeting if you so wish.
9. The description of the resolution is by way of summary only. The full text appears in the notice convening the Annual General Meeting, which is set out in the circular of the Company dated April 28, 2026.

**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 Annual 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 Annual 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 Annual General Meeting, preparing and taking of any resolutions related to the Annual 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 Annual 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.