

# **SAMSONITE GROUP S.A.**

*Société anonyme*

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

R.C.S. Luxembourg: B 159.469

(the “**Company**”)

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## **REPORT OF THE BOARD OF DIRECTORS TO THE GENERAL SHAREHOLDERS’ MEETING TO BE HELD ON MARCH 19, 2026**

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February 16, 2026

Dear Shareholders,

During the meeting of the Board held on June 3, 2025, Mr. Kyle Francis Gendreau declared his pecuniary personal interests in the decision made by the Board to increase in one or several sequences, upon vesting of restricted share units ( “**RSUs**” ) the share capital of the Company, within the limits of the authorized capital of the Company pursuant to article 4.2 of the Articles.

Due to the fact that new shares may be issued upon the vesting of RSUs that may be granted to Mr. Kyle Francis Gendreau, he declared during the meeting of the Board held on June 3, 2025 his personal interests in the above.

As a consequence, pursuant to Article 10.9 of the articles of incorporation of the Company and Article 441-7 of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, the Board has taken note in the minutes of the meeting of the Board dated June 3, 2025 of such conflict of interest.

The Board draws your attention to this and reports that such conflict has arisen. The Board, without Mr. Kyle Francis Gendreau deliberating or voting on this matter, has approved in the minutes of the meeting of the Board held on June 3, 2025, among others, the above described matters.



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By: Timothy Charles Parker  
Capacity: Director and Chairman