

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Samsonite Group S.A. (the “**Company**”) will be held in the presence of a notary of the Grand Duchy of Luxembourg at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, March 19, 2026 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) (or as soon thereafter following the conclusion or adjournment of the General Meeting) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

SPECIAL RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

1. To approve the modifications of the following provisions in the Articles of Incorporation of the Company:

- (a) Article 1.1 of the Articles of Incorporation be modified as follows:

- (i) deletion of the definition of “Companies Ordinance”;

- (ii) addition of the definition of “Depositary Shares” in order to read as follows:

*“**Depositary Shares**” shall mean depositary shares representing Shares deposited with a Depositary (as defined herein);*

- (iii) modification of the definitions of “Exchange” in order to read as follows:

*“**Exchange**” shall mean a stock exchange in respect of which the Shares or Depositary Shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares or Depositary Shares, including, as applicable, The Stock Exchange of Hong Kong Limited and/or any nationally recognized securities exchange;*

- (iv) modification of the definition of “Listing Rules” in order to read as follows:

“Listing Rules” shall mean the rules of the Exchange, including, as applicable, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the rules of any nationally recognized securities exchange and of any applicable securities or other similar regulator, as amended from time to time;

- (v) modification of the definition of “Register” in order to read as follows:

“Register” shall mean the Company’s principal Share register maintained in Luxembourg and any branch Share register established by the Company, including, as applicable, in Hong Kong or elsewhere, unless otherwise indicated;

- (b) Article 4.11 of the Articles of Incorporation be modified in order to read as follows:

4.11 Subject to the Luxembourg Companies Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner of purchase has first been authorised by a resolution of the Shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own Shares, and subject to the provisions of art 430-23 of the Luxembourg Companies Law on cross participations, shares and warrants for the subscription or purchase of any shares in any company which is its holding company, and may make payment therefore in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in any company which is a subsidiary of the Company and should the Company purchase or otherwise acquire its own Shares or warrants, neither the general meeting of the Company nor the Board shall be required to select the Shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants of the same class or as between them and the holders of Shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of Shares, provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the Luxembourg Companies Law as well as any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong or any other applicable securities regulator from time to time in force.

- (c) Article 4.12 of the Articles of Incorporation be deleted in its entirety;
- (d) new Articles 6.14 to 6.17 be included in the Articles of Incorporation:

*6.14 The Shares may be held by a holder (the “**Holder**”) through a securities settlement system or a Depository (as this term is defined below). The Shares held through a securities settlement system or a Depository shall be recorded in an account opened in the name of the Holder on the books of the securities settlement system or Depository and may be transferred from one account to another in accordance with customary procedures of such securities settlement system or Depository for the transfer of securities in book-entry form.*

*6.15 Where Shares are recorded in the Register on behalf of one or more persons in the name of a securities settlement system or the operator of such a system or in the name of a professional depository of securities or any other depository or sub-depository designated by one or more depositaries (any such system, professional or other depository and any sub-depository being referred to hereinafter as “**Depository**”) the Company, subject to its having received from the Depository with whom those Shares are kept in account a confirmation in proper form, will permit the Depository of such book-entry interests to exercise the rights attaching to those Shares, including admission to and voting at general meetings and shall consider the Depository to be the owner of the Shares for the purpose of these Articles. The Board may determine the formal requirements with which such confirmations must comply.*

6.16 Notwithstanding the foregoing, the Company shall make payments, by way of dividends or otherwise, in cash, shares or other assets, only into the hands of the Depository recorded in the Register or in accordance with the Depository’s instructions, and that payment shall release the Company from any and all obligations for such payment.

6.17 Confirmations that an entry has been made in the Register will be provided to shareholders directly recorded in the Register or, in case of a securities settlement system or Depository recorded in the Register, upon its request.

- (e) Article 7.1 of the Articles of Incorporation be modified in order to read as follows:

7.1 Except for transfers in accordance with the rules and regulations of the relevant securities settlement system or Depository, the transfer of Shares shall be carried out by way of an instrument of transfer in the usual or common form or in a form prescribed by the Exchange or in any other form approved by the Board and a written declaration of transfer recorded in the Register, such declaration of transfer to be dated and signed (by hand, machine imprinted or otherwise) by both the transferor and the transferee, or by persons holding the necessary representative powers to act in this respect.

- (f) Articles 10.11 and 10.12 of the Articles of Incorporation be deleted in their entirety;

- (g) Article 10.13 of the Articles of Incorporation be modified in order to read as follows:

10.13 The Company shall keep indemnified to the extent permitted by law any Director or attorney in fact and their heirs, executors and estate administrators against any reasonable costs and expenses incurred by them by virtue of their involvement in legal proceedings or suits initiated against them by reason of their current or former holding of offices as Directors or attorneys in fact of the Company, except where they shall be found guilty of gross negligence or of having breached their duties to the Company; in case of an extra-judiciary compromise settlement the indemnity shall only be granted if the Company is informed by its legal counsel that the Director or attorney in fact to be indemnified has not failed in his duties to the Company. The above right to indemnification is not exclusive of any further rights of the said Director or attorney in fact.

- (h) Article 13.13 of the Articles of Incorporation be modified in order to read as follows:

13.13 An annual general meeting and any other general meeting called for the passing of a Special Resolution shall be called by not less than 21 calendar days' notice in writing and any other general meeting shall be called by not less than 15 calendar days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

(i) Articles 13.18(a) of the Articles of Incorporation be modified in order to read as follows:

a) *every person shown as a member in the Register, and every Holder or Depositary as the case may be, 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;*

(j) Article 17.1 of the Articles of Incorporation be modified in order to read as follows:

17.1 This Article 17 shall apply where the Company makes a general offer to purchase all of its Shares, or all of its Shares of a particular class, subject always to the Luxembourg Companies Law and any other applicable law.

2. To (i) approve the reduction of the share capital of the Company by an amount of US\$793,011 (the “**Capital Reduction**”) by the cancellation of the 79,301,100 treasury shares held by the Company representing all outstanding treasury shares of the Company, under the condition precedent (the “**Condition Precedent**”) of the potential dual listing of the shares of the Company on a stock exchange in the United States (the “**Potential Dual Listing**”), immediately following the completion of the Potential Dual Listing and (ii) appoint Mr. John Livingston and/or any lawyer of the law firm KLEYR GRASSO, société en commandite simple, with registered office at 7, rue des Primeurs, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 220509, represented by its general partner (*associé commandité*) KLEYR GRASSO GP, *société à responsabilité limitée*, with registered office at 7 rue des Primeurs, L-2361 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 220442 to enact before a notary of the Grand Duchy of Luxembourg, the satisfaction of the Condition Precedent, the Capital Reduction, the date of the Capital Reduction and the subsequent modification of article 4.1 of the Articles of Incorporation.

By Order of the Board
SAMSONITE GROUP S.A.
Timothy Charles Parker
Chairman

Luxembourg, February 16, 2026

Notes:

1. All resolutions at the Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend in person in Luxembourg and vote at the above meeting is entitled to appoint a proxy to attend in person the Extraordinary General Meeting in Luxembourg at the registered office of the Company at 13-15 Avenue de la Liberté, L-1931 Luxembourg and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxies are so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“**CCASS**”) or maintained with a licensed securities dealer (i.e. not directly recorded in his/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries.
4. In order to be valid, the 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, March 13, 2026 to Thursday, March 19, 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg or with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1717, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, March 12, 2026 (Hong Kong time).
6. In order to comply with its legal obligations under relevant laws (including, without limitation, the Luxembourg law dated August 10, 1915 on commercial companies as amended, the Luxembourg law dated November 12, 2004 on the fight against money laundering and terrorist financing as amended, any Luxembourg law implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of May 20, 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended), the Company shall collect (or has collected) and process (or has processed) your personal data as shareholder of the Company.

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.

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.

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.

As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is Timothy Charles Parker, and the Independent Non-Executive Directors are Claire Marie Bennett, Angela Iris Brav, Jerome Squire Griffith, Tom Korbas, Glenn Robert Richter and Deborah Maria Thomas.