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MiFID II and UK MiFIR professionals/ECPs-only/No PRIIPs KID. Manufacturer target market (MiFID II and UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as the notes and loans are not available to retail in the EEA or in the United Kingdom.



SAMSONITE GROUP S.A.

新秀麗集團有限公司

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)

**REFINANCING OF SENIOR NOTES DUE 2026 AND SENIOR CREDIT FACILITIES
THROUGH ISSUANCE OF €350,000,000 4.375% SENIOR NOTES DUE 2033 OF SAMSONITE
FINCO
GUARANTEED BY THE COMPANY AND CERTAIN OF ITS SUBSIDIARIES
AND
AMENDMENT AND RESTATEMENT OF SENIOR CREDIT FACILITIES
COMPLETION OF SYNDICATION AND ALLOCATION OF REFINANCING OF SENIOR
CREDIT FACILITIES**

In connection with the refinancing of the Senior Notes Due 2026 and the Senior Credit Facilities, (a) on October 30, 2025, Samsonite Finco and the Guarantors entered into the Purchase Agreement with the initial purchasers in connection with the issue and sale by Samsonite Finco of €350,000,000 in aggregate principal amount of its 4.375% Senior Notes Due 2033 and (b) on October 31, 2025, the Company completed syndication and allocation of its New Senior Credit Facilities.

1. INTRODUCTION

The Board is pleased to announce that, in connection with the refinancing of the Senior Notes Due 2026 and the Senior Credit Facilities,

- (a) on October 30, 2025, Samsonite Finco and the Guarantors entered into the Purchase Agreement with the initial purchasers in connection with the issue by Samsonite Finco of €350,000,000 aggregate principal amount of 4.375% senior notes due 2033; and
- (b) on October 31, 2025, the Company completed syndication and allocation of its New Senior Credit Facilities. The New Senior Credit Facilities will consist of a new revolving credit facility of US\$850 million (the “**New Revolving Credit Facility**”) and new term loan facilities of US\$1,294 million. The new term loan facilities will consist of a new term loan A facility of US\$800 million (the “**New Term Loan A Facility**”) and a new term loan B facility of US\$494 million (the “**New Term Loan B Facility**”).

Closing on the New Senior Credit Facilities is expected to occur on or about November 6, 2025. The issue date for the Senior Notes Due 2033 is expected to occur on or about November 11, 2025.

The Directors confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, the initial purchasers are third parties independent of the Company and connected persons of the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

2. PRINCIPAL TERMS OF THE SENIOR NOTES DUE 2033

Certain details of the Senior Notes Due 2033 are set out below:

Senior Notes Due 2033 offered: €350.0 million aggregate principal amount of 4.375% Senior Notes Due 2033.

Offering Price: 100.000% plus accrued interest, if any, from the Issue Date.

<i>Interest:</i>	The Senior Notes Due 2033 will bear interest at a rate of 4.375% per annum, payable semi-annually in cash in arrears on May 15 and November 15 each year and commencing on May 15, 2026.
<i>Maturity</i>	The maturity date of the Senior Notes Due 2033 will be February 15, 2033.
<i>Use of proceeds:</i>	The proceeds raised from the issue of the Senior Notes Due 2033, along with existing cash and borrowings under the New Senior Credit Facilities, are expected to be used (i) repay in full €350.0 million in aggregate principal amount of the Senior Notes Due 2026 (together with any accrued and unpaid interest on the Senior Notes Due 2026) and (ii) pay the fees, costs and expenses payable in connection therewith.
<i>Guarantee:</i>	The Senior Notes Due 2033 will be guaranteed on a senior subordinated basis by the Guarantors.
<i>Security:</i>	The Senior Notes Due 2033 will be secured by a second-ranking pledge over the shares of Samsonite Finco and a second-ranking pledge over its rights in the proceeds loan in respect of the proceeds of the offering of the Senior Notes Due 2033 that will be made by Samsonite Finco to a subsidiary of the Company (the “Shared Collateral”).
<i>Certain covenants:</i>	Samsonite Finco will issue the Senior Notes Due 2033 under the Indenture. The Indenture will, among other things, limit the ability of the Company and its restricted subsidiaries (including Samsonite Finco), as applicable, to (i) incur or guarantee additional indebtedness, (ii) make investments or other restricted payments, (iii) create liens, (iv) sell assets and subsidiary stock, (v) pay dividends or make other distributions or repurchase or redeem the capital stock or subordinated debt of the Company or its restricted subsidiaries, (vi) engage in certain transactions with affiliates, (vii) enter into agreements that restrict the payment of dividends by subsidiaries or the repayment of intercompany loans and advances, (viii) engage in mergers or consolidations and (ix) impair the security interests in the Shared Collateral. These covenants will be subject to a number of exceptions and qualifications.
<i>Optional Redemption:</i>	At any time prior to November 15, 2028 Samsonite Finco may redeem all or a portion of the Senior Notes Due 2033 at a price equal to 100% of the principal amount plus a “make whole” premium, plus accrued and unpaid interest and any additional amounts, if any, to (but excluding) the redemption date. At any time on or after November 15, 2028 Samsonite Finco may redeem all or part of the Senior Notes Due 2033 at the following redemption price (expressed as a percentage of amount) plus accrued and unpaid interest and any additional amounts, if any, to (but excluding) the redemption date, if redeemed during the twelve-month period beginning on November 15 of the years indicated below:

<u>Year</u>	<u>redemption price</u>
2028	102.18750%
2029	101.09375%
2030 and thereafter	100.00000%

At any time prior to November 15, 2028, Samsonite Finco may redeem up to 40% of the Senior Notes Due 2033 (including any Additional Senior Notes Due 2033), with the funds in an aggregate amount not exceeding the net proceeds from one or more specified equity offerings at the redemption price of 104.375% of the principal amount thereof plus accrued and unpaid interest and any additional amounts, if any, to (but excluding) the redemption date, provided that (i) at least 50% of the original principal amount of the Senior Notes Due 2033 (including the original principal amount of any Additional Senior Notes Due 2033) remaining outstanding after each such redemption and (ii) the redemption occurs within 180 days after the closing of such specified equity offering.

Further, Samsonite Finco may redeem all of the Senior Notes Due 2033 at a price equal to their principal amount plus accrued and unpaid interest and any additional amounts, if any, to (but excluding) the redemption date, upon the occurrence of certain changes in tax law.

Repurchase of the Senior Notes Due 2033:

Samsonite Finco will be required to offer to repurchase the Senior Notes Due 2033 at a purchase price of 101% of their aggregate principal amount, plus accrued and unpaid interest and additional amounts, if any, to (but excluding) the date of the purchase following the events constitute a “change of control” (as defined in the Indenture). Such “change of control” events include a disposition of all or substantially all of the assets of Samsonite Finco and the Company's restricted subsidiaries, taken as a whole, to any person.

Listing:

Application will be made to The International Stock Exchange Authority for the listing of and permission to deal in the Senior Notes Due 2033 on The Official List of the International Stock Exchange. There can be no assurance that the Senior Notes Due 2033 will be listed on the Official List of The International Stock Exchange, that such permission to deal in the Senior Notes Due 2033 will be granted or that such listing will be maintained.

3. PRINCIPAL TERMS OF THE AMENDED AND RESTATED SENIOR CREDIT FACILITIES AGREEMENT

The New Senior Credit Facilities will consist of (i) the New Revolving Credit Facility of US\$850 million, (ii) the New Term Loan A Facility of US\$800 million and (iii) the New Term Loan B Facility of US\$494 million.

Except as otherwise described herein, the terms of the Amended and Restated Senior Credit Facilities Agreement will be substantially the same as the terms of the Existing Senior Credit Facilities Agreement.

Maturity

Pursuant to the Amended and Restated Senior Credit Facilities Agreement, the maturity date of the term loan A facility and the revolving credit facility under the Existing Senior Credit Facilities Agreement will be extended from June 21, 2028, to November 6, 2030.

Pursuant to the Refinancing, the maturity date of the term loan B facility under the Existing Senior Credit Facilities Agreement will be extended from June 21, 2030, to November 6, 2032.

Amortization

The New Term Loan A Facility will require scheduled quarterly payments commencing on the last day of the first full fiscal quarter ended after the Closing Date, with an annual amortization of 2.5% of the original principal amount of the loans under the New Term Loan A Facility during each of the first and second years, with a step-up to 5.0% annual amortization during each of the third and fourth years and 7.5% annual amortization during the fifth year, with the balance due and payable on the maturity date for the New Term Loan A Facility.

The New Term Loan B Facility will require scheduled quarterly payments commencing on the last day of the first full fiscal quarter ended after the Closing Date, with an annual amortization of 1.0% of the original principal amount of the loans under the New Term Loan B Facility, with the balance due and payable on the maturity date for the New Term Loan B Facility.

Interest and Fees

Interest on the borrowings under the New Term Loan A Facility, the New Revolving Credit Facility and the New Term Loan B Facility will begin to accrue on the Closing Date.

In respect of the New Term Loan A Facility and the New Revolving Facility, the interest rate payable from the Closing Date until the delivery of the financial statements for the first full fiscal quarter commencing on or after the Closing Date will be based on the Secured Overnight Financing Rate (“**SOFR**”), plus 1.125% per annum (or a base rate plus 0.125% per annum), and thereafter shall be based on the lower rate derived from either the first lien net leverage ratio of the Company and its restricted subsidiaries at the end of each fiscal quarter or the Company’s corporate ratings.

The commitment fee payable in respect of the unutilized commitments under the New Revolving Facility from the Closing Date until the delivery of the financial statements for the first full fiscal quarter commencing on or after the Closing Date will be 0.15% per annum and thereafter shall be based on the lower rate derived from either the first lien net leverage ratio of the Company and its restricted subsidiaries at the end of each fiscal quarter or the Company’s corporate ratings.

In respect of the New Term Loan B Facility, the interest rate payable with effect from the Closing Date will be based on SOFR plus 1.75% per annum (or a base rate plus 0.75% per annum). The New Term Loan B loans were issued with original issue discount with an issue price of 99.5%.

4. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

Amended and Restated Senior Credit Facilities Agreement	the Third Amended and Restated Senior Credit Facilities Agreement, to be dated on or about November 6, 2025, between the Company, as a guarantor and certain of its subsidiaries as borrowers and guarantors, HSBC Bank USA, National Association as Term Loan A and Revolver Administrative Agent and as Collateral Agent, HSBC Bank PLC, as Sub-Collateral Agent, JPMorgan Chase Bank N.A., as Term Loan B Administrative Agent and the lenders and other financial institutions parties thereto relating to the New Senior Credit Facilities;
“Additional Senior Notes Due 2033”	the additional Senior Notes Due 2033 having identical terms and conditions as the Senior Notes Due 2033 and issued under the Indenture;
“Board”	the board of Directors of the Company;
“Closing Date”	on or about November 6, 2025;
“Company”	Samsonite Group S.A. 新秀丽集團有限公司, a <i>société anonyme</i> incorporated and existing under the laws of the Grand-Duchy of Luxembourg on March 8, 2011 having its registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B159.469 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“Guarantors”	the Company and certain of its subsidiaries, acting as guarantors of Samsonite Finco’s obligation under the Senior Notes Due 2033 and the Indenture;
“Indenture”	the indenture dated the Issue Date, among, <i>inter alios</i> , Samsonite Finco, the Guarantors, the trustee and the security agent appointed in connection with the offering of the Senior Notes Due 2033, governing the Senior Notes Due 2033;
“Issue Date”	the date when the Senior Notes Due 2033 are issued, which is expected to be on or about November 11, 2025;
“New Senior Credit Facilities”	the senior credit facilities under the Amended and Restated Senior Credit Facilities Agreement;
“Senior Notes Due 2026”	the €350.0 million aggregate principal amount of 3.500% senior notes due 2026 issued by Samsonite Finco on April 25, 2018.
“Senior Notes Due 2033”	the €350.0 million aggregate principal amount of 4.375% senior notes due 2033 to be issued by Samsonite Finco;
“Senior Credit Facilities”	the senior credit facilities under the Existing Senior Credit Facilities Agreement;

“Existing Senior Credit Facilities Agreement”	the second amended and restated senior credit facilities and guarantee agreement dated as of June 21, 2023 (as amended on April 12, 2024), between the Company, as borrower, the other borrowers party thereto, the guarantors party thereto, and the lenders and other financial institutions parties thereto relating to certain senior credit facilities;
“Purchase Agreement”	the agreement dated October 30, 2025 entered into between Samsonite Finco, the Guarantors and the Initial Purchasers in relation to the offering of the Senior Notes Due 2033;
“Refinancing Transactions”	certain refinancing transactions carried out by the Company and subsidiaries of the Company;
“Samsonite Finco”	Samsonite Finco S.à r.l., a <i>société à responsabilité limitée</i> (private limited liability company) governed by the laws of the Grand-Duchy of Luxembourg, and an indirect wholly owned subsidiary of the Company;
“Samsonite Group”	the Company and its subsidiaries, and
“%”	per cent.

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

Hong Kong, November 2, 2025

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.