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**SAMSONITE INTERNATIONAL S.A.**

**新秀麗國際有限公司**

*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)**

**GRANT OF SHARE OPTIONS AND RESTRICTED SHARE UNITS  
PURSUANT TO THE SHARE AWARD SCHEME**

On June 17, 2019, the Company granted Options and Restricted Share Units pursuant to the Share Award Scheme to certain directors and employees of the Group, including the Connected Participants. Details of the grants of Options and RSUs are set out in this announcement. This announcement is made pursuant to Rule 17.06A of the Listing Rules.

**A. Introduction**

Samsonite International S.A. (the “**Company**”) refers to (i) the announcement issued by the Company on April 15, 2019, (ii) the circular issued by the Company on April 16, 2019 (the “**Circular**”) and (iii) the poll results announcement of the annual general meeting of the Company issued by the Company on June 6, 2019 where Shareholders approved, among other things, the grant of a mandate to the directors of the Company (the “**Directors**”) to grant awards of restricted share units (the “**RSUs**”) under the Share Award Scheme and the grant of RSUs to the Connected Participants, including to Mr. Kyle Francis Gendreau, the Executive Director and Chief Executive Officer of the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Circular.

The board of directors of the Company (the “**Board**”) announces that on June 17, 2019 (the “**Grant Date**”), pursuant to the Share Award Scheme, the Company granted share options (the “**Options**”) and RSUs to certain directors and employees (the “**Grantees**”) of the Company and its subsidiaries (the “**Group**”), including the Connected Participants, subject to acceptance by the Grantees.

The Options granted entitle the Grantees to subscribe for a total of 10,462,500 new Shares at an exercise price of HK\$16.04 per Share.

The RSUs granted comprise:

- (1) a total of 4,074,414 Shares underlying the time-based RSUs (the “**TRSUs**”); and

- (2) a total of initially 1,455,327 Shares underlying the performance RSUs (the “**PRSU**s”), assuming target level achievement of the performance conditions applicable to the PRSU grants.

As explained in the Circular, the final number of Shares which vest under the PRSUs will vary depending on the level of achievement of the performance conditions applicable to the PRSU grants made to the relevant Grantees, thereby ensuring that the actual payout is linked to the Company’s performance. The maximum number of Shares underlying the PRSUs is 2,910,654 Shares.

As explained in the Circular, the Remuneration Committee’s policy is to ensure that the Equity Dilution resulting from LTIP awards granted in each financial year does not exceed 1.25% of the then existing issued share capital of the Company. The aggregate Equity Dilution from the Options, TRSUs and PRSUs granted on June 17, 2019 is approximately 1.22% (assuming maximum level achievement of the performance conditions applicable to the PRSU grants) and approximately 1.12% (assuming target level achievement of the performance conditions applicable to the PRSU grants). The grants for each Participant were pro-rated in order to ensure that the aggregate Equity dilution from all grants made on June 17, 2019 is less than 1.25%.

Details of the grants of Options and RSUs made are set out below.

#### **B. Details of the Grants of Options**

<b>Grant Date</b>	June 17, 2019
<b>Number of Shares issuable under the Options granted:</b>	10,462,500
<b>Exercise price of the Options granted:</b>	HK\$16.04
<b>Closing price of the Shares on the Grant Date:</b>	HK\$15.80
<b>Validity period of the Options granted:</b>	10 years from the Grant Date and the Options will lapse on June 17, 2029
<b>Vesting dates of the Options granted:</b>	25% of the Options granted will vest on each of June 17, 2020, June 17, 2021, June 17, 2022 and June 17, 2023

Details of the Option grants made to Mr. Kyle Francis Gendreau, the Executive Director and the Chief Executive Officer of the Company, are set out below.

#### **C. Details of the Grant of TRSUs**

<b>Grant Date:</b>	June 17, 2019
<b>Number of Shares underlying the TRSUs granted:</b>	4,074,414

**Vesting dates of the TRSUs granted:** One-third of the TRSUs granted will vest on each of June 17, 2020, June 17, 2021 and June 17, 2022

Details of the TRSU grants made to the Connected Participants, including Mr. Kyle Francis Gendreau, the Executive Director and the Chief Executive Officer of the Company, are set out below.

**D. Details of the Grant of PRSUs**

**Grant Date:** June 17, 2019

**Initial or target number of Shares underlying the PRSUs granted<sup>(1)</sup>:** 1,455,327

**Threshold number of Shares underlying the PRSUs granted<sup>(1)</sup>:** 363,832

**Maximum number of Shares underlying the PRSUs granted<sup>(1)</sup>:** 2,910,654

**Performance conditions:** Please refer to pages 20 to 22 of the Circular for details.

**Vesting date of the PRSUs granted:** June 17, 2022, subject to achievement of the performance conditions

**Note:**

(1) As explained in the Circular, the final number of Shares which vest under the PRSUs will vary depending on the level of achievement of the performance conditions applicable to the PRSU grants made to the relevant Grantees, thereby ensuring that the actual payout is linked to the Company's performance.

Details of the PRSU grants made to the Connected Participants, including Mr. Kyle Francis Gendreau, the Executive Director and the Chief Executive Officer of the Company, are set out below.

**E. Details of the Grant of Options and RSUs to Mr. Kyle Francis Gendreau**

Details of the grant of Options and RSUs made to Mr. Kyle Francis Gendreau on June 17, 2019, to the Executive Director and Chief Executive Officer of the Company, are set out below:

***Option Grant***

<b>Number of Shares issuable under Options granted</b>	<b>Exercise price of Options granted</b>	<b>Validity Period of Options granted</b>	<b>Vesting dates of the Options granted</b>
1,544,980	HK\$16.04	10 years from the Grant Date and the Options will lapse on June 17, 2029	25% of the Options granted will vest on each of June 17, 2020, June 17, 2021, June 17, 2022 and June 17, 2023

The grant of the Options to Mr. Kyle Francis Gendreau has been approved by the Independent Non-executive Directors of the Company as required under Rule 17.04(1) of the Listing Rules.

### **RSU Grants**

<b>Number of Shares underlying TRSUs granted<sup>(1)</sup></b>	<b>Initial or target number of Shares underlying the PRSUs granted<sup>(2)</sup></b>	<b>Number of Shares underlying the PRSUs granted<sup>(2)</sup></b>	
		<b>Threshold</b>	<b>Maximum</b>
302,475	604,945	151,236	1,209,890

#### **Notes:**

- (1) One-third of the TRSUs granted will vest on each of June 17, 2020, June 17, 2021 and June 17, 2022.
- (2) As explained in the Circular, the final number of Shares which vest under the PRSUs will vary depending on the level of achievement of the performance conditions applicable to the PRSU grants made, thereby ensuring that the actual payout is linked to the Company's performance. Please refer to pages 20 to 22 of the Circular for details of the performance conditions applicable to the PRSUs.

### **F. Grants to Other Connected Participants**

Details of the grant of RSUs made to the Other Connected Participants on June 17, 2019 are set out below:

<b>Name / Position</b>	<b>Number of Shares underlying TRSUs granted<sup>(1)</sup></b>	<b>Initial or target number of Shares underlying the PRSUs granted<sup>(2)</sup></b>	<b>Number of Shares underlying the PRSUs granted<sup>(2)</sup></b>	
			<b>Threshold</b>	<b>Maximum</b>
Mr. Reza Taleghani <i>Chief Financial Officer</i>	72,468	144,935	36,234	289,870
Mr. Patrick Baele <i>Vice President of Finance/ Chief Financial Officer (Europe)</i>	78,324	-	-	-
Ms. Lynne Berard <i>President of North America</i>	53,121	106,237	26,559	212,474
Mr. Robert W. Cooper <i>General Manager of North America for Tumi</i>	53,121	106,237	26,559	212,474

<u>Name / Position</u>	<u>Number of Shares underlying TRSUs granted<sup>(1)</sup></u>	<u>Initial or target number of Shares underlying the PRSUs granted<sup>(2)</sup></u>	<u>Number of Shares underlying the PRSUs granted<sup>(2)</sup></u>	
			<u>Threshold</u>	<u>Maximum</u>
Mr. Subrata Dutta <i>President of Asia Pacific and Middle East</i>	47,142	94,280	23,570	188,560
Mr. J. Roberto Guzman <i>President of Latin America</i>	42,483	84,963	21,241	169,926
Mr. Richard Andrew Lamb <i>Vice President of Intellectual Property</i>	31,371	-	-	-
Mr. John Bayard Livingston <i>Executive Vice President, General Counsel and Joint Company Secretary</i>	53,034	106,066	26,517	212,132
Mr. Rui Guo Ma (Frank) <i>President of Greater China</i>	78,459	-	-	-
Mrs. Anushree Tainwala <i>Executive Director of Marketing (India)</i>	6,975	-	-	-
<b>Total</b>	<u>516,498</u>	<u>642,718</u>	<u>160,680</u>	<u>1,285,436</u>

**Notes:**

- (1) One-third of the TRSUs granted will vest on each of June 17, 2020, June 17, 2021 and June 17, 2022.
- (2) As explained in the Circular, the final number of Shares which vest under the PRSUs will vary depending on the level of achievement of the performance conditions applicable to the PRSU grants made, thereby ensuring that the actual payout is linked to the Company's performance. Please refer to pages 20 to 22 of the Circular for details of the performance conditions applicable to the PRSUs.

**G. FURTHER GRANTS**

The Board also announces that the Remuneration Committee has approved further offers of grants of options and/or RSUs (the “**Further Grants**”) pursuant to the Share Award Scheme for newly hired and/or promoted executive directors, managers or employees of the Group to

subscribe for up to an aggregate of 500,000 new Shares in the capital of the Company (or such other number of Shares as the Remuneration Committee may determine from time to time) at any time from June 17, 2019 up to and including June 3, 2020 (or such other date as the Remuneration Committee may determine from time to time). The Company will make further announcements pursuant to Listing Rules when any Further Grants are made.

#### **H. Other Information**

Save for the Connected Participants, none of the Grantees is a director, chief executive or substantial shareholder of the Company or any of its Significant Subsidiaries or any of their respective associates (as defined in the Listing Rules), except that one Grantee who was granted an Option but was not granted any RSUs is a director and/or chief executive of a Significant Subsidiary.

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

Hong Kong, June 17, 2019

*As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Directors are Timothy Charles Parker and Tom Korbas, and the Independent Non-Executive Directors are Paul Kenneth Etchells, Keith Hamill, Bruce Hardy McLain (Hardy), Ying Yeh and Jerome Squire Griffith.*