



Samsonite International S.A.

新秀丽國際有限公司

13-15, Avenue de la Liberté, L-1931 Luxembourg

R.C.S. Luxembourg: B 159.469

(Incorporated in Luxembourg with limited liability)

REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY
GENERAL SHAREHOLDERS' MEETING TO BE HELD ON JUNE 2, 2022

SAMSONITE INTERNATIONAL S.A.

Société anonyme

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

R.C.S. Luxembourg: B 159.469

(the “**Company**”)

**REPORT OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL
SHAREHOLDERS’ MEETING TO BE HELD ON JUNE 2ND, 2022**

March 16, 2022

Dear Shareholders,

During the meeting of the Board of Directors held on August 27, 2021, Mr. Kyle Francis Gendreau declared his personal interests regarding the decision to be taken by the Board to increase in one or several sequences, upon exercise of share options (“**Options**”) granted pursuant to the share award scheme adopted by the Shareholders on September 14, 2012 (as amended from time to time), the share capital of the Company, within the limits of the authorized capital of the Company pursuant to article 4.2 of the articles of association of the Company by an amount of up to USD143,488.44 through the issue of up to 14,348,844 new shares in the Company having a nominal value of USD0.01 each (the “**New Shares**”), and having the same rights and obligations as the existing shares in the Company, without reserving a preferential subscription right to the existing shareholders of the Company.

Due to the fact that New Shares may be issued upon the exercise of Options that may be granted to Mr. Kyle Francis Gendreau, he declared during the meeting of the Board of Directors held on August 27, 2021 his personal interests in the above.

As a consequence, pursuant to Article 10.9 of the articles of association 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 of Directors has taken note in the minutes of the meeting of the Board of Directors dated August 27, 2021 of such conflict of interest.

The Board of Directors draws your attention to this and reports that such conflict has arisen. The Board of Directors, without Mr. Kyle Francis Gendreau deliberating or voting on those matters, has approved in the minutes of the Board of Directors dated August 27, 2021, among others, the above described matters.



By: Timothy Charles Parker

Capacity: director and chairman