



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)

(Stock code: 1910)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON THURSDAY, JUNE 6, 2019**

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares of US\$0.01 each
in the share capital of Samsonite International S.A. (the “**Company**”) hereby appoint the Chairman of the meeting^(Note 3) or
_____ of
_____ as
my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**Annual General Meeting**”) of the Company for the year 2019 to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, June 6, 2019 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) (and at any adjournment thereof).

Please mark a tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ Directors ”) and auditors for the year ended December 31, 2018.		
2.	To approve the allocation of the results of the Company for the year ended December 31, 2018.		
3.	To declare a cash distribution to the shareholders of the Company in an amount of one hundred and twenty five million United States dollars (US\$125,000,000) out of the Company’s ad hoc distributable reserve.		
4.	(a) To re-elect Timothy Charles Parker as an Non-Executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2022.		
	(b) To re-elect Paul Kenneth Etchells as an Independent Non-Executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2022.		
	(c) To re-elect Bruce Hardy McLain as an Independent Non-Executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2022.		
5.	To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor (<i>réviseur d’entreprises agréé</i>) of the Company for the year ending December 31, 2019.		
6.	To re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company.		
7.	To give a general mandate to the Directors to issue additional shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Annual General Meeting circular).		
8.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (in accordance with the terms and conditions described in the Annual General Meeting circular).		
9.	To grant a mandate to the Directors to grant awards of restricted share units (“ RSUs ”) pursuant to the Share Award Scheme in respect of a maximum of 8,534,685 new Shares (in accordance with the terms and conditions described in the Annual General Meeting circular).		
10.	To amend the Share Award Scheme, details of the clarificatory amendment being set out in the Annual General Meeting circular.		
11.	Subject to the passing of the resolution numbered 9 above, to approve the grant of RSUs pursuant to the Share Award Scheme in respect of an aggregate of up to 1,990,920 Shares to Mr. Kyle Francis Gendreau in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), and to give authority to the Directors to exercise the powers of the Company under the mandate granted to the Directors to grant RSUs referred to in the resolution numbered 9 above to give effect to such grant of RSUs.		

ORDINARY RESOLUTIONS		FOR	AGAINST
12.	Subject to the passing of the resolution numbered 9 above, to approve the grant of RSUs pursuant to the Share Award Scheme in respect of an aggregate of up to 2,744,605 Shares to the Other Connected Participants (as defined in the Annual General Meeting circular) in accordance with the terms of the Share Award Scheme, subject to all applicable laws, rules and regulations and applicable award document(s), and to give authority the Directors to exercise the powers of the Company under the mandate granted to the Directors to grant RSUs referred to in the resolution numbered 9 above to give effect to such grant of RSUs.		
SPECIAL RESOLUTIONS		FOR	AGAINST
13.	To approve the discharge granted to the Directors and the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the exercise of their respective mandates during the year ended December 31, 2018.		
14.	To approve the remuneration to be granted to certain Directors of the Company.		
15.	To approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company.		

Date: _____ 2019

Signature(s)^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Annual General Meeting may appoint more than one proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this 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 before the time fixed for holding the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting of the Company (the '**Purposes**'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/Your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Luxembourg law dated 2 August 2002 on the protection of individuals with regard to the processing of personal data, as amended, and the Personal Data (Privacy) Ordinance, Chapter 486, Laws of Hong Kong, and any such request should be in writing by mail to the Company.

MISCELLANEOUS

In the framework of the present proxy form, your personal data are collected, processed and used, without limitation, for the purpose of the organization of the Annual General Meeting and for voting operations.

The Company is acting as the controller of the collected personal data.

Your personal data may be transmitted to any duly appointed professional involved in the organization of the Annual General Meeting and in voting operations.

In the context of and beyond the purpose for which your personal data was collected/processed, the Company shall transmit (or has transmitted) your personal data to its services providers (including banks, legal advisors, auditors, domiciliation agent) with whom the Company has entered into a services agreement including the compliance with the applicable laws on data protection (the Luxembourg law on 2 August 2002 on the protection of individuals with regard to the processing of personal data, as amended, and effective as from 25 May 2018, the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46 EC (General Data Protection Regulation)).

The Company will store your personal data until it will no longer be necessary for the purpose for which your personal data was collected/processed.

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 as well as the right to data portability.

Please be also aware that, to the extent it is necessary for the purpose 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, without limitation:

- Company's professional advisors (other than the ones referred to above);
- 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*).