



Samsonite International S.A.

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

R.C.S. Luxembourg: B 159.469

(Incorporated under the laws of Luxembourg with limited liability)

**Report of the Board of Directors
to the Ordinary General Shareholders' Meeting
to be held on June 6, 2019**

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 6, 2019**

March 13, 2019

Dear Shareholders,

During the meeting of the Board of Directors held on December 13, 2018, Mr. Kyle Francis Gendreau declared his pecuniary personal interests in the decision made by the board further to the decisions of the Board of Directors held on August 29, 2018, the approval of the shareholders on September 26, 2018 and the decisions of the Remuneration Committee of the Board of Directors on October 11, 2018, to increase in one or several sequences, upon exercise of share options (“**Options**”) and vesting of restricted share units (“**RSUs**”), 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 USD177,824.27 through the issue of up to 17,782,427 new shares in the Company, having a nominal value of USD0.01 each (together 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, being understood that the New Shares to be issued upon vesting of the RSUs will be bonus shares as defined under Clause 4.2 of the articles of association of the Company paid up out of available reserves or New Shares to be subscribed by the Participant(s) for an amount of USD0.01 per New Share.

Due to the fact that Options and RSUs were granted to, among others, Mr. Kyle Francis Gendreau declared during the meeting of the Board of Directors held on December 13, 2018 his pecuniary 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 on commercial companies dated August 10, 1915, the board of directors has taken note in the written resolutions of the Board of Directors dated December 13, 2018 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 nor voting, has approved in the minutes of the board of directors dated December 13, 2018, among others, the above described matters.

During the meeting of the Board of Directors held on March 13, 2019, Mr. Kyle Francis Gendreau declared his pecuniary personal interests in (i) the proposal to be made to the Shareholders to grant him awards of RSUs pursuant to the Share Award Scheme adopted by the Shareholders on September 14, 2012, as amended by the board of directors of the Company on January 8, 2013 and on May 26, 2017, and as further amended by the Board on August 29, 2018, which amendment was approved by the shareholders of the Company on September 26, 2018 (the “**Share Award Scheme**”) and (ii) in the confirmation by the Board of the delegation to the remuneration committee of the Board (the “**Remuneration Committee**”) of the granting of award of RSUs and Options pursuant to the Share Award Scheme and the allotment, issue and dealing with Company’s shares underlying the RSUs and Options within the authorization given to the Board by the general Shareholders meeting from time to time and the authorization for the Remuneration Committee to sub-delegate to an *ad-hoc* committee from time to time to, among others, determine the definitive terms and conditions of the RSUs to be granted by the Remuneration Committee pursuant to the Share Award Scheme (including, without limitation, the number of RSUs, the period for vesting and the performance indicators (to the extent applicable)) and (iii) in the submission to the Shareholders of a proposed clarificatory amendment to be made to the Share Award Scheme.

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Mr. Kyle Francis Gendreau declared during the meeting of the Board of Directors held on March 13, 2019 his pecuniary 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 on commercial companies dated August 10, 1915, the Board of Directors has taken note in the resolutions of the board of directors dated March 13, 2019 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 nor voting, has approved in the minutes of the Board of Directors dated March 13, 2019, among others, the above described matters.

During the meeting of the Board of Directors held on March 13, 2019, Mr. Jerome Squire Griffith declared his personal interests in the decision made by the Board of Directors to approve his re-designation as an independent non-executive director of the Company as from 13 March 2019.

Mr. Jerome Squire Griffith declared during the meeting of the Board of Directors held on March 13, 2019 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 on commercial companies dated August 10, 1915, the Board of Directors has taken note in the resolutions of the board of directors dated March 13, 2019 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. Jerome Squire Griffith deliberating nor voting, has approved in the minutes of the Board of Directors dated March 13, 2019, among others, the above described matters.



By: Timothy Charles Parker
Capacity: Chairman and Director