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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Notice is hereby given that** an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Samsonite International S.A. (the “**Company**”) will be held in the presence of a notary of the Grand Duchy of Luxembourg at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, June 7, 2018 at 11:00 a.m. (CET)/5:00 p.m. (Hong Kong time) (or as soon thereafter as the Annual General Meeting shall have adjourned) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

The purpose of the Extraordinary General Meeting is to (a) extend the authorisation granted to the board of directors of the Company until May 10, 2021, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to allocate existing Company’s shares without consideration and/or to issue Company’s shares paid-up out of available reserves to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company or companies pertaining to the same group as the Company upon the vesting of awards of restricted share units without any consideration to be paid from the participants, within the limits of the authorized capital of the Company and without reserving a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s shares to be issued, and (b) amend accordingly Article 4.2 of the articles of incorporation of the Company to reflect the extension referred to above.

Subject to the passing of the special resolution set out below and subject always to the same conditions and restrictions currently in effect (as further described in the letter from the board of directors of the Company included in the circular issued by the Company on April 23, 2018), the Company’s directors will have the authority under the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time: (i) to issue additional shares, to grant options to subscribe for the Company’s shares, to grant restricted share units to receive Company’s shares and to issue any other securities or instruments convertible into the Company’s shares without reserving for the existing Company’s shareholders the preferential rights to subscribe for the issued shares and (ii) to allocate existing Company’s shares without consideration and/or to issue Company’s shares paid-up out of available reserves to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company

or companies pertaining to the same group as the Company, pursuant to the existing mandate or any future mandate that the Company's shareholders may grant to the board of directors at a general meeting with the authority for the board of directors of the Company to disapply the preferential subscription rights of the existing Company's shareholders when issuing the shares.

A report of the board of directors of the Company justifying the reasons for the extension of the share capital authorisation with the authority for the board of directors to disapply the preferential subscription rights of the existing Company's shareholders is attached to the present convening notice.

## **SPECIAL RESOLUTION**

To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

1. To (a) extend the authorization granted to the board of directors of the Company until May 10, 2021, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant restricted share units to receive Company's shares and to allocate existing Company's shares without consideration and/or to issue Company's shares paid-up out of available reserves to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company or companies pertaining to the same group as the Company, within the limits provided for in Article 4.2 of the articles of incorporation of the Company and without reserving a preferential subscription right to the existing Company's shareholders to subscribe to the Company's shares to be issued, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 420-26(5) and (6) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and (b) amend Article 4.2 of the articles of incorporation of the Company to reflect the extension referred to above which shall be read as follows:

*“The authorised share capital of the Company is set, including the subscribed share capital, at thirty-five million United States Dollars (USD35,000,000.-) represented by three billion five hundred million (3,500,000,000) Shares with a par value of United States Dollars one Cent (USD0.01) each. Subject always to compliance with applicable provisions of the Luxembourg Companies Law, during the period of five years from the date of the publication in the Luxembourg Official Gazette, Mémorial C, Recueil des Sociétés et Associations, of the minutes of the Extraordinary General Meeting approving the renewal of the authorised share capital, the Board is authorised:*

- (i) *to issue Shares, to grant options to subscribe for Shares, to grant restricted share units to receive Shares and to issue any other securities or instruments convertible into Shares, to such persons and on such terms as it shall see fit and specifically to proceed to such issue without reserving for the existing Shareholders a preferential right to subscribe for the issued Shares, and*

(ii) to allocate existing Shares without consideration or to issue Shares paid-up out of available reserves (the “**Bonus Shares**”) to employees and to corporate officers (including the directors) of the Company, or certain categories thereof.

*In case of issue of new Shares, the Board shall disapply the preferential subscription right of the existing shareholders. The Board is authorised to fix the terms and conditions of the allocation of the Bonus Shares, including the final allocation period and a minimum period during which the Bonus Shares may not be transferred by their respective holder.*

*The Board is also authorised to allocate existing Shares or to issue the Bonus Shares within the same terms and conditions as described above to (i) employees of companies in which the Company holds, directly or indirectly, at least 10% of the issued share capital or voting rights, (ii) employees of companies which, directly or indirectly, hold at least 10% of the issued share capital or voting rights of the Company, (iii) employees of companies at least 50% of the issued share capital or voting rights of which are directly or indirectly, held by a company which itself, directly or indirectly, holds at least 50% of the issued share capital of the Company, and (iv) corporate officers (including directors, members of the management board and the supervisory board) of the companies referred to under (i), (ii) and (iii) above, or certain categories thereof.*

Moreover, to comply with applicable provisions of the Listing Rules, any issue of Shares, any grant of options to subscribe for Shares, any grant of restricted share units to receive Shares and any issue of any other securities or instruments convertible into Shares by the Board through the authorised share capital authorisation shall be or shall have been specifically approved in advance by a resolution passed by Shareholders at a general meeting of the Company, except as expressly permitted in the Listing Rules.”

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

Hong Kong, April 23, 2018

*Notes:*

1. The resolution at the Extraordinary General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. 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.
3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System (“**CCASS**”) or maintained with a licensed securities dealer (i.e. not directly recorded in his own name in the register of members of the Company) shall only be entitled to vote by providing its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries. In order to attend and vote at the meeting, any such shareholder shall be appointed by HKSCC Nominees Limited as its proxy to attend and vote instead of him.

4. In order to be valid, the 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 appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, June 1, 2018 to Thursday, June 7, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1717, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, May 31, 2018 (Hong Kong Time).
6. In order to comply with its legal obligations under relevant laws (including, without limitation, the Luxembourg law dated August 10, 1915 on commercial companies as amended, the Luxembourg law dated November 12, 2004 on the fight against money laundering and terrorist financing as amended, any Luxembourg law implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of May 20, 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended), the Company shall collect (or has collected) and process (or has processed) your personal data as shareholder of the Company.

The Company is the data controller of your personal data.

The Company shall transmit (or has transmitted) your personal data to its services providers (e.g. 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 August 2, 2002 on the protection of individuals with regard to the processing of personal data, as amended, and effective as from May 25, 2018, the Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 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)).

Your personal data will be stored by the Company until your personal data will no longer be necessary for the purposes for which it 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 to the management of the Company, 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*).

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