

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Samsonite Group S.A., you should at once hand this circular, together with the enclosed forms of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Samsonite Group S.A..

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

---



**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

**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)**

- (1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE GENERAL MEETING AND  
THE EXTRAORDINARY GENERAL MEETING**
- (2) PROPOSED GRANT OF DUAL LISTING ISSUANCE MANDATE TO  
ISSUE NEW SHARES**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF  
INCORPORATION OF THE COMPANY**
- (4) PROPOSED CANCELLATION OF OUTSTANDING TREASURY  
SHARES OF THE COMPANY**
- (5) NOTICE OF GENERAL MEETING**
- (6) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

Notices convening:

- the General Meeting of Samsonite Group S.A. to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, March 19, 2026 at 12:00 p.m. (CET)/7:00 p.m. (Hong Kong time); and
- the Extraordinary General Meeting of Samsonite Group S.A. to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, March 19, 2026 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) (or as soon thereafter following the conclusion or adjournment of the General Meeting) in the presence of a notary of the Grand Duchy of Luxembourg,

respectively are set out on pages 19 to 29 of this circular.

The forms of proxy for use at the General Meeting and the Extraordinary General Meeting are enclosed. Whether or not you are able to attend the General Meeting and the Extraordinary General Meeting, please complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon and return it to 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 to the Company's registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the General Meeting and the Extraordinary General Meeting (or any adjournment thereof). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the General Meeting and the Extraordinary General Meeting if they so wish.

This circular together with the forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([corporate.samsonite.com/en/home.html](http://corporate.samsonite.com/en/home.html)).

February 16, 2026

---

## IMPORTANT NOTICE

---

### CONTACT DETAILS FOR QUESTIONS

If Shareholders have any questions relating to the General Meeting and the Extraordinary General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: (852) 2862 8555  
Facsimile: (852) 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

If Shareholders have any questions in relation to the Company, please contact the Company's Investor Relations team, as follows:

Telephone: (852) 2422 2611  
E-mail: [investorrelations@samsonite.com](mailto:investorrelations@samsonite.com)

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	5
2. General Meeting, Extraordinary General Meeting and Proxy Arrangement. ....	5
3. Information on the Proposed Resolution at the General Meeting .....	5
4. Information on the Proposed Resolutions at the Extraordinary General Meeting. .	11
5. Additional Information.....	12
 <b>Appendix – Proposed Amendments to the Articles of Incorporation</b> .....	 14
 <b>Notice of General Meeting</b> .....	 19
 <b>Notice of Extraordinary General Meeting</b> .....	 23

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2025 AGM”	the annual general meeting of the Company held on June 3, 2025;
“2026 AGM”	the annual general meeting of the Company to be held on June 4, 2026;
“ADSs”	American depositary shares representing Shares;
“Articles of Incorporation”	the articles of incorporation of the Company currently in force;
“Benchmarked Price”	the higher of: <ul style="list-style-type: none"><li>(i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and</li><li>(ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:<ul style="list-style-type: none"><li>(A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;</li><li>(B) the date of the agreement involving the proposed issue of securities; and</li><li>(C) the date on which the subscription price for the securities is fixed;</li></ul></li></ul>
“Board”	the board of Directors of the Company;
“Company”	Samsonite Group S.A. 新秀丽集團有限公司, a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg on March 8, 2011 having its registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg, registered with the Luxembourg trade and companies register with number B159.469 with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“Dual Listing Issuance Mandate”	as defined in paragraph (3)(b) of the Information on the Proposed Resolution at the General Meeting in the Letter from the Board;

---

## DEFINITIONS

---

“Existing Share Issuance Mandate”	as defined in paragraph (3)(b) of the Information on the Proposed Resolution at the General Meeting in the Letter from the Board;
“Extraordinary General Meeting”	the extraordinary general meeting of the Shareholders to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg on Thursday, March 19, 2026 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) (or as soon thereafter following the conclusion or adjournment of the General Meeting), to consider and, if appropriate, to approve the resolutions contained in the notice of the Extraordinary General Meeting, or any adjournment thereof;
“General Meeting”	the ordinary general meeting of the Shareholders to be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, March 19, 2026 at 12:00 p.m. (CET)/7:00 p.m. (Hong Kong time), to approve the resolutions contained in the notice of the General Meeting, or any adjournment thereof;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Price”	as defined in paragraph (3)(b) of the Information on the Proposed Resolution at the General Meeting in the Letter from the Board;
“Latest Practicable Date”	February 9, 2026 being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Luxembourg Companies Law”	the Luxembourg law of August 10, 1915, on commercial companies as amended from time to time;
“potential dual listing”	the potential additional listing of the Shares in the form of ADSs on a stock exchange in the United States;
“Share Buyback Program”	as defined in paragraph (4)(b) of the Information on the Proposed Resolutions at the Extraordinary General Meeting in the Letter from the Board;

---

## DEFINITIONS

---

“Share(s)”	ordinary shares of US\$0.01 each in the capital of the Company;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time;
“treasury shares”	has the meaning ascribed to it under the Listing Rules;
“United States”	the United States of America; and
“%”	per cent.

---

LETTER FROM THE BOARD

---



**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

**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)**

*Executive Director:*

Kyle Francis Gendreau (*Chief Executive Officer*)

*Non-executive Director:*

Timothy Charles Parker (*Chairman*)

*Independent Non-executive Directors:*

Claire Marie Bennett

Angela Iris Brav

Jerome Squire Griffith

Tom Korbas

Glenn Robert Richter

Deborah Maria Thomas

*Registered Office:*

13-15 Avenue de la Liberté

L-1931

Luxembourg

*Principal Place of Business in Hong Kong:*

25/F, Tower 2, The Gateway

Harbour City, 25 Canton Road

Tsim Sha Tsui, Kowloon

Hong Kong

February 16, 2026

*To the Shareholders*

Dear Sir/Madam,

- (1) INFORMATION ON THE PROPOSED RESOLUTIONS AT  
THE GENERAL MEETING AND  
THE EXTRAORDINARY GENERAL MEETING**
- (2) PROPOSED GRANT OF DUAL LISTING ISSUANCE MANDATE TO  
ISSUE NEW SHARES**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF  
INCORPORATION OF THE COMPANY**
- (4) PROPOSED CANCELLATION OF OUTSTANDING TREASURY  
SHARES OF THE COMPANY**
- (5) NOTICE OF GENERAL MEETING**
- (6) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### (1) INTRODUCTION

The purpose of this circular is to give notice of the General Meeting and the Extraordinary General Meeting and to provide the Shareholders with information in respect of the resolutions to be proposed at the General Meeting and the Extraordinary General Meeting, including information required to be provided under the Listing Rules and Luxembourg legal requirements, in relation to (i) the Dual Listing Issuance Mandate that is proposed to be granted to the Directors for the issue of new Shares at the time of the potential dual listing, (ii) the proposed amendments to the Articles of Incorporation in connection with the potential dual listing and (iii) the proposed cancellation of the outstanding treasury shares of the Company.

### (2) GENERAL MEETING, EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notices of the General Meeting and the Extraordinary General Meeting are set out on pages 19 to 29 of this circular.

The forms of proxy for use at the General Meeting and the Extraordinary General Meeting are enclosed with this circular and such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://corporate.samsonite.com/en/home.html>).

To be valid, the forms of proxy must be completed and signed in accordance with the instructions printed thereon and 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 to the Company's registered office at 13-15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the General Meeting and the Extraordinary General Meeting (or any adjournment thereof). Completion and return of the forms of proxy will not preclude Shareholders from attending and voting in person at the General Meeting and the Extraordinary General Meeting if they so wish.

### (3) INFORMATION ON THE PROPOSED RESOLUTION AT THE GENERAL MEETING

#### **Ordinary Resolution relating to the Proposed Grant of a Dual Listing Issuance Mandate to Issue New Shares at the time of the Potential Dual Listing**

##### ***(a) Background***

On March 22, 2024, the Company announced that after conducting a preliminary review of potential paths forward to enhance value for Shareholders, the Board determined to focus on pursuing a dual listing.

---

## LETTER FROM THE BOARD

---

On February 13, 2026, the Company announced that it is proposing to seek a dual listing of the Shares (which the Board expects will be in the form of ADSs that will represent a fixed number of Shares) on a stock exchange in the United States and that, subject to global market and other conditions, the Company may elect to issue Shares at the time of the potential dual listing. As described in such announcement, the Board believes that a dual listing of the Shares on a stock exchange in the United States will enhance value creation over time for Shareholders by increasing overall trading volume in the Shares and making the Shares more accessible to investors in the United States and globally, and that, subject to global market and other conditions, an issuance of Shares at the time thereof, if executed successfully, has the potential to advance these benefits by providing initial trading liquidity in the United States.

The manner and timing of the potential dual listing have not yet been determined, and any plan to pursue the potential dual listing will be subject to change, including as a result of global market and other conditions.

**THIS CIRCULAR DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES, AND ANY ISSUANCE OF SHARES BY THE COMPANY AT THE TIME OF THE POTENTIAL DUAL LISTING WOULD ONLY BE CONDUCTED, IF AT ALL, IN COMPLIANCE WITH THE REQUIREMENTS OF APPLICABLE SECURITIES LAWS, INCLUDING THE REGISTRATION REQUIREMENTS OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED.**

The Company will make further announcement(s) in relation to the potential dual listing in accordance with applicable laws and regulations as and when appropriate.

***(b) Grant of Dual Listing Issuance Mandate***

In order to give the Company desirable flexibility to determine the price at which Shares (if any) may be issued at the time of the potential dual listing, and by doing so ensure that any such Share issuance would be conducted in the best interests of the Company and the Shareholders as a whole, it is proposed that the Shareholders grant to the Directors an issuance mandate to allot, issue or deal with additional Shares at the time of the potential dual listing within the limits of the Company's authorized capital as provided for in the Articles of Incorporation (the "**Dual Listing Issuance Mandate**").

---

## LETTER FROM THE BOARD

---

Details of the Dual Listing Issuance Mandate are set out below:

- Scope of the Dual Listing Issuance Mandate:** The Dual Listing Issuance Mandate will apply only to the issuance of Shares within the limits of the Company's authorized capital as provided for in the Articles of Incorporation, if any, at the time of the potential dual listing.
- Number of Shares subject to the Dual Listing Issuance Mandate:** The Dual Listing Issuance Mandate will not create any additional dilution to Shareholders beyond the levels already approved by the Shareholders at the 2025 AGM as part of their grant of the general mandate to the Directors to allot, issue and deal with additional Shares (the "**Existing Share Issuance Mandate**").
- The number of Shares that may be issued under the Dual Listing Issuance Mandate will not exceed 138,306,408 Shares (representing 9.97% of the total issued Shares (excluding treasury shares) as of the Latest Practicable Date), and which is the same maximum number of Shares that may be allotted, issued or dealt with under the Existing Share Issuance Mandate (which represented 10% of the total issued Shares (excluding treasury shares) as of the date of the 2025 AGM).
- The Board will ensure that the maximum combined dilution impact on Shareholders pursuant to any issuance of Shares under the Dual Listing Issuance Mandate and any other issuance under the Existing Share Issuance Mandate will not exceed the limit under the Existing Share Issuance Mandate (i.e. 10% of the total number of issued Shares (excluding treasury shares) as of the date of the 2025 AGM).
- If any Shares are issued under the Dual Listing Issuance Mandate, the Board expects that such Shares will be in the form of ADSs that will represent a fixed number of Shares.
- Issue or sale price of Shares:** Any Shares issued under the Dual Listing Issuance Mandate will be issued for a cash consideration at a price to investors (the "**Issuance Price**") that will be not more than a 15% discount to the last closing price of the Shares immediately before the underwriting agreement for the issuance of Shares under the Dual Listing Issuance Mandate is signed. Such underwriting agreement will set out the number of Shares and the price per Share of such issuance.

---

## LETTER FROM THE BOARD

---

In addition, to comply with Listing Rule 13.36(5), the Issuance Price of any Shares issued under the Dual Listing Issuance Mandate must not be at a 20% or more discount to the Benchmarked Price of the Shares. For the purpose of paragraph (ii)(A) of the definition of “Benchmarked Price”, the date of the announcement of the proposed transaction involving the proposed issue of securities will refer to the date on which the Company publishes an announcement relating to the launch of a proposed offering of Shares to be issued under the Dual Listing Issuance Mandate.

**Duration of the Dual Listing  
Issuance Mandate:**

The Dual Listing Issuance Mandate will be valid until the conclusion of the 2026 AGM to be held on June 4, 2026 and will automatically terminate upon the occurrence of the potential dual listing.

**Use of Proceeds:**

If any Shares are issued under the Dual Listing Issuance Mandate, it is currently expected that the net proceeds raised will be used for working capital and other general corporate purposes, including, but not limited to, operating expenses, capital expenditures, the repayment of existing indebtedness, the repurchase of Shares and the financing of possible acquisitions. The Company will comply with the applicable requirements of the Listing Rules regarding the use of proceeds.

Pending these uses, the Company plans to invest the net proceeds from the issuance in short-term, interest-bearing obligations, investment-grade instruments, certificates of deposit or direct or guaranteed government obligations. The goal with respect to the investment of these net proceeds is capital preservation and liquidity so that such funds are readily available to fund the operations of the Company.

The expected use of proceeds from any such Share issuance is subject to change, and the above information is provided solely to enable Shareholders to make an informed decision as to whether to approve the resolution relating to the grant of the Dual Listing Issuance Mandate at the General Meeting, as required by the Listing Rules and Luxembourg legal requirements.

---

## LETTER FROM THE BOARD

---

If any Shares are issued under the Dual Listing Issuance Mandate, the Company will publish an announcement to update the Shareholders regarding the number of Shares and the price at which such Shares are issued and the gross and net proceeds raised therefrom.

*(c) Reasons for and Benefits of the Dual Listing Issuance Mandate*

In order to enable Shareholders to make an informed decision as to whether to approve the resolution relating to the grant of the Dual Listing Issuance Mandate at the General Meeting and in accordance with the Listing Rules and Luxembourg legal requirements, set forth below are the reasons for, and why the Board believes it is in the best interests of the Company and the Shareholders to grant to the Directors, the Dual Listing Issuance Mandate.

- **Initial trading liquidity in the United States:** As explained above, the Board believes that, subject to global market and other conditions, the flexibility to issue Shares at the time of the potential dual listing has the potential to advance the anticipated benefits of the potential dual listing by providing initial trading liquidity in the United States.
- **Significantly improve the Company's ability to execute a Share issuance:** The Board believes the Dual Listing Issuance Mandate would significantly improve the Company's ability to successfully execute such a Share issuance and thereby to advance the anticipated benefits of the potential dual listing. If the Company were to pursue a Share issuance at the time of the potential dual listing, the Company would, in accordance with customary market practice and applicable securities laws and with the assistance of underwriters, conduct a structured, arm's length bookbuilding and price determination process involving a broad group of potential investors. This process would take many factors into careful consideration, including investor demand, potential investor characteristics, the target level of proceeds to be raised and global market conditions during such period. The Company has not identified any specific preferred parties that would receive an allocation of Shares in any such Share issuance, and it is currently expected that any such Share issuance would be allocated among a broad group of investors following such a bookbuilding and price discovery process.

Although the Board would seek to minimize the discount at which any such Shares were issued, the Dual Listing Issuance Mandate would provide desirable flexibility to respond to fluctuating market conditions during the price determination process and to allocate Shares to potential shareholders whose investment policies require them to initiate or add to existing shareholdings at an appropriate discount to their assessment of the Company's intrinsic value (i.e., a percentage discount that is more consistent with the discounts observed for other share issuances under similar circumstances).

---

## LETTER FROM THE BOARD

---

- **No additional dilution to Shareholders:** The Dual Listing Issuance Mandate will not create any additional dilution to Shareholders beyond what the Shareholders have already approved via the Existing Share Issuance Mandate. The Board will ensure that the maximum combined dilution impact on Shareholders pursuant to any issuance of Shares under the Dual Listing Issuance Mandate and any other issuance under the Existing Share Issuance Mandate will not exceed the limit under the Existing Share Issuance Mandate (i.e. 10% of the total number of issued Shares (excluding treasury shares) as of the date of the 2025 AGM).

In light of the anticipated benefits of a Share issuance at the time of the potential dual listing, the anticipated benefits of additional pricing flexibility in connection with such a Share issuance, and the careful balancing of these anticipated benefits against Shareholders' interest in limiting potential dilution, the Board believes the Dual Listing Issuance Mandate is in the best interests of the Company and the Shareholders.

Shareholders should note that if the Dual Listing Issuance Mandate is not granted by the Shareholders, the Company may allot, issue or deal with additional Shares at the time of the potential dual listing in accordance with the terms of the Existing Share Issuance Mandate. However, the Board believes that the reduced pricing flexibility afforded under the Existing Share Issuance Mandate could impede the Company's ability to successfully execute an issuance of Shares at the time of the potential dual listing on favorable terms (or at all). This could in turn limit the anticipated benefits of the potential dual listing as limited initial trading liquidity could negatively impact the trading price of the Shares in the United States.

For example, under the Existing Share Issuance Mandate, the issuance price of any Shares could not be at a discount of 10% or more to the Benchmarked Price, which would take into account not only the closing price of the Shares but also the average closing price of the Shares during a trailing five trading day period before the final issuance price of any such Shares is determined and would therefore be susceptible to any volatility in the trading price of the Shares before and during any bookbuilding process. As other share issuances under similar circumstances have generally priced at a discount to the then prevailing market price rather than trailing average prices, such susceptibility would present significant execution risk for an issuance of Shares at the time of the potential dual listing.

### **Recommendation in Relation to the Proposed Ordinary Resolution Contained in Paragraph 1 of the Notice of the General Meeting**

The Directors are of the view that the grant of the Dual Listing Issuance Mandate is in the best interests of the Company and the Shareholders as a whole. **Accordingly, the Directors recommend the Shareholders to vote in favor of the above proposed ordinary resolution at the General Meeting.**

---

## LETTER FROM THE BOARD

---

### (4) INFORMATION ON THE PROPOSED RESOLUTIONS AT THE EXTRAORDINARY GENERAL MEETING

#### (a) Special resolution relating to the Proposed Amendments to the Articles of Incorporation

It is proposed that the Shareholders approve the amendments to the Articles of Incorporation (a) to facilitate the potential dual listing and to allow ADSs to be listed on a stock exchange in the United States, (b) to remove certain provisions which are no longer required under the Listing Rules to be included in the Articles of Incorporation and (c) to reflect the requirement under Luxembourg law for the notice period for general meetings of shareholders (other than an annual general meeting or a general meeting for the passing of a special resolution) to be not less than 15 calendar days (instead of 14 calendar days).

The full text of the proposed amendments to the Articles of Incorporation is set out in the Appendix and in the notice of the Extraordinary General Meeting.

#### *Recommendation*

The Directors are of the view that the proposed amendments to the Articles of Incorporation are in the best interests of the Company and the Shareholders as a whole. **Accordingly, the Directors recommend the Shareholders to vote in favor of this proposed special resolution at the Extraordinary General Meeting.**

#### (b) Special resolution relating to the reduction of the share capital of the Company by an amount of US\$793,011 in relation to the Proposed Cancellation of the Outstanding Treasury Shares of the Company

On June 7, 2024, the Company announced a share buyback program (the “**Share Buyback Program**”) for the period commencing from June 7, 2024 and ending on the date of the 2025 AGM to repurchase Shares for an aggregate consideration of up to US\$200 million (excluding brokerage commissions and applicable fees). The Share Buyback Program was implemented pursuant to the share buyback mandate granted by the Shareholders at the annual general meeting of the Company held on June 6, 2024. As of the Latest Practicable Date, the Company had repurchased a total of 79,301,100 Shares pursuant to the Share Buyback Program for an aggregate consideration of US\$200,040,832 (excluding brokerage commissions and applicable fees). All of the Shares purchased by the Company are held in treasury.

At the 2025 AGM, Shareholders granted a share buyback mandate to the Directors for the period commencing from June 3, 2025 and ending on the date of the next annual general meeting of the Company to be held on June 4, 2026. As disclosed in the 2025 AGM circular to shareholders dated April 30, 2025, the Board stated that if it decides to implement a further share buyback program, details will be separately announced by the Company. As at the Latest Practicable Date, the Company has not announced a further share buyback program.

---

## LETTER FROM THE BOARD

---

Under Luxembourg Companies Law, the Company is permitted to elect to hold in treasury any Shares it repurchases and such treasury Shares may subsequently be kept by the Company, sold for cash, transferred pursuant to an employees' share scheme or cancelled. Under the Listing Rules, any Shares purchased by the Company may be held as treasury Shares or cancelled. It is further noted that under Luxembourg Companies Law, any share cancellation and consecutive share capital decrease will require the holding of an extraordinary general meeting of the Shareholders to approve such cancellation and share capital decrease.

It is proposed that if the Company completes the potential dual listing, all outstanding treasury shares held by the Company immediately following the completion of the dual listing will be cancelled and the share capital of the Company will be reduced accordingly. This will offset potential dilution arising from any issue of Shares pursuant to the Dual Listing Issuance Mandate as well as upon the exercise and/or vesting of outstanding share options and restricted share units granted by the Company and any future share issuances. The Company does not intend to utilize treasury shares in connection with the potential dual listing due to various potential legal and regulatory complexities.

To the best knowledge of the Company and taking into consideration the interests of the substantial shareholders of the Company (as defined in the Listing Rules) in the voting rights of the Company as of the Latest Practicable Date, the Directors are not aware of any consequences which would arise under the Takeovers Code (including any obligation to make a mandatory offer under Rule 26 of the Takeovers Code) as a result of the cancellation of all outstanding treasury shares held by the Company and the resultant reduction in the share capital of the Company.

### ***Recommendation***

The Directors are of the view that the proposed cancellation of all outstanding treasury shares held by the Company immediately following the completion of the dual listing is in the interests of the Company and the Shareholders as a whole. **Accordingly, the Directors recommend the Shareholders to vote in favor of this proposed special resolution at the Extraordinary General Meeting.**

### **(5) ADDITIONAL INFORMATION**

With a heritage dating back to 1910, the Company, together with its consolidated subsidiaries, is a leader in the global lifestyle bag industry and is the world's best-known and largest lifestyle bag and travel luggage company. The Group is principally engaged in the design, manufacture, sourcing and distribution of luggage, business and computer bags, outdoor and casual bags, travel accessories throughout the world, primarily under the *Samsonite*®, *TUMI*®, *American Tourister*®, *Gregory*®, *High Sierra*®, *Lipault*® and *Hartmann*® brand names as well as other owned and licensed brand names.

---

## LETTER FROM THE BOARD

---

Pursuant to the Listing Rules and Article 13.5 of the Articles of Incorporation, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the General Meeting and the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Yours faithfully,  
For and on behalf of the Board  
**Timothy Charles Parker**  
*Chairman*

The proposed amendments to the Articles of Incorporation are set out below.

(a) Article 1.1 of the Articles of Incorporation be modified as follows:

(i) deletion of the definition of “Companies Ordinance”;

***~~“Companies Ordinance” shall mean the Companies Ordinance (Cap. 32 of the Laws of Hong Kong) as amended from time to time;~~***

(ii) addition of the definition of “Depositary Shares” in order to read as follows:

***“Depositary Shares” shall mean depositary shares representing Shares deposited with a Depositary (as defined herein);***

(iii) modification of the definitions of “Exchange” in order to read as follows:

***“Exchange” shall mean a stock exchange in respect of which the Shares or Depositary Shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares or Depositary Shares, including, as applicable, The Stock Exchange of Hong Kong Limited and/or any nationally recognized securities exchange;***

(iv) modification of the definition of “Listing Rules” in order to read as follows:

***“Listing Rules” shall mean the rules of the Exchange, including, as applicable, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the rules of any nationally recognized securities exchange and of any applicable securities or other similar regulator, as amended from time to time;***

(v) modification of the definition of “Register” in order to read as follows:

***“Register” shall mean the Company’s principal Share register maintained in Luxembourg and any branch Share register established by the Company, including, as applicable, in Hong Kong or elsewhere and any other branch Share registers which may be established collectively, unless otherwise indicated;***

(b) Article 4.11 of the Articles of Incorporation be modified in order to read as follows:

4.11 *Subject to the Luxembourg Companies Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner of purchase has first been authorised by a resolution of the Shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own Shares, and subject to the provisions of art 430-23 of the Luxembourg Companies Law on cross participations, shares and warrants for the subscription or purchase of any shares in any company which is its holding company, and may make payment therefore in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in any company which is a subsidiary of the Company and should the Company purchase or otherwise acquire its own Shares or warrants, neither the general meeting of the Company nor the Board shall be required to select the Shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants of the same class or as between them and the holders of Shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of Shares, provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the Luxembourg Companies Law as well as any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong **or any other applicable securities regulator** from time to time in force.*

(c) Article 4.12 of the Articles of Incorporation be deleted in its entirety;

~~**4.12 The Company will comply with applicable provisions in relation to the prohibition of giving financial assistance under the Companies Ordinance and the Luxembourg Companies Law, whichever is more stringent from time to time. [Deleted]**~~

(d) new Articles 6.14 to 6.17 be included in the Articles of Incorporation:

**6.14 The Shares may be held by a holder (the “Holder”) through a securities settlement system or a Depositary (as this term is defined below). The Shares held through a securities settlement system or a Depositary shall be recorded in an account opened in the name of the Holder on the books of the securities settlement system or Depositary and may be transferred from one account to another in accordance with customary procedures of such securities settlement system or Depositary for the transfer of securities in book-entry form.**

**6.15 Where Shares are recorded in the Register on behalf of one or more persons in the name of a securities settlement system or the operator of such a system or in the name of a professional depositary of securities or any other depositary or sub-depositary designated by one or more depositaries (any such system, professional or other depositary and any sub-depositary being referred to hereinafter as “Depositary”) the Company, subject to its having received from the Depositary with whom those Shares are kept in account a confirmation in proper form, will permit the Depositary of such book-entry interests to exercise the rights attaching to those Shares, including admission to and voting at general meetings and shall consider the Depositary to be the owner of the Shares for the purpose of these Articles. The Board may determine the formal requirements with which such confirmations must comply.**

**6.16 Notwithstanding the foregoing, the Company shall make payments, by way of dividends or otherwise, in cash, shares or other assets, only into the hands of the Depositary recorded in the Register or in accordance with the Depositary’s instructions, and that payment shall release the Company from any and all obligations for such payment.**

**6.17 Confirmations that an entry has been made in the Register will be provided to shareholders directly recorded in the Register or, in case of a securities settlement system or Depositary recorded in the Register, upon its request.**

(e) Article 7.1 of the Articles of Incorporation be modified in order to read as follows:

**7.1 Except for transfers in accordance with the rules and regulations of the relevant securities settlement system or Depositary, ~~the~~ the transfer of Shares shall be carried out by way of an instrument of transfer in the usual or common form or in a form prescribed by the Exchange or in any other form approved by the Board and a written declaration of transfer recorded in the Register, such declaration of transfer to be dated and signed (by hand, machine imprinted or otherwise) by both the transferor and the transferee, or by persons holding the necessary representative powers to act in this respect.**

(f) Articles 10.11 and 10.12 of the Articles of Incorporation be deleted in their entirety;

**10.11 ~~The Company shall not, whether directly or indirectly:~~**

**~~a) make a loan or quasi-loan to, or enter into a credit transaction with, a Director or any of his or her Associates; or~~**

**~~b) enter into a guarantee or provide any security in connection with a loan, quasi-loan or credit transaction made or entered into by any person to such a Director or his or her Associates. [Deleted]~~**

~~10.12 Article 10.11 does not apply to the exceptions set out in the Companies Ordinance which include, but are not limited to, transactions prohibited under Article 10.11 entered into:~~

~~a) with any member of the same group of the Company;~~

~~b) to provide any Director with funds to meet expenditure incurred or to be incurred by him or her for the purposes of the Company or for the purpose of enabling him properly to perform his duties as an officer of the Company, provided that prior approval thereof by the Company in general meeting (at which the purpose of the expenditure incurred or to be incurred by the Director concerned and the amount of the transaction are disclosed) had been obtained; or~~

~~c) in the ordinary course of the business of the Company. [Deleted]~~

(g) Article 10.13 of the Articles of Incorporation be modified in order to read as follows:

*10.13 The Company shall keep indemnified to the extent permitted by law any Director or attorney in fact and their heirs, executors and estate administrators against any reasonable costs and expenses incurred by them by virtue of their involvement in legal proceedings or suits initiated against them by reason of their current or former holding of offices as Directors or attorneys in fact of the Company ~~or at the request of the Company or of any other company of which the Company is a shareholder or a creditor and that owing to such circumstances they ought not be entitled to any indemnification~~, except where they shall be found guilty of gross negligence or of having breached their duties to the Company; in case of an extra-judiciary compromise settlement the indemnity shall only be granted if the Company is informed by its legal counsel that the Director or attorney in fact to be indemnified has not failed in his duties to the Company. The above right to indemnification is not exclusive of any further rights of the said Director or attorney in fact.*

(h) Article 13.13 of the Articles of Incorporation be modified in order to read as follows:

*13.13 An annual general meeting and any other general meeting called for the passing of a Special Resolution shall be called by not less than 21 calendar days' notice in writing and any other general meeting shall be called by not less than ~~14~~15 calendar days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.*

- (i) Articles 13.18(a) of the Articles of Incorporation be modified in order to read as follows:
- a) *every person shown as a member in the Register, **and every Holder or Depositary as the case may be**, as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register;*

- (j) Article 17.1 of the Articles of Incorporation be modified in order to read as follows:

*17.1 This Article 17 shall apply where the Company makes a general offer to purchase all of its Shares, or all of its Shares of a particular class, subject always to the Luxembourg Companies Law **and any other applicable law.***

---

## NOTICE OF GENERAL MEETING

---



**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

**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 GENERAL MEETING

Notice is hereby given that an General Meeting (the “**General Meeting**”) of Samsonite Group S.A. (the “**Company**”) will be held at 13-15 Avenue de la Liberté, L-1931 Luxembourg and by video conference at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, March 19, 2026 at 12:00 p.m. (CET)/7:00 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution:

#### ORDINARY RESOLUTION

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

1. **“THAT:**
  - (a) subject to paragraphs 1(b), 1(c) and 1(d) below, an issuance mandate be and is hereby unconditionally given to the directors of the Company (the “**Director(s)**”) to allot, issue and deal with additional shares of the Company (“**Shares**”) within the limits of the authorized capital at the time of the Company’s potential dual listing of the Shares in the form of American depositary shares representing Shares on a stock exchange in the United States (the “**Potential Dual Listing**”) in accordance with all applicable laws, rules and regulations;
  - (b) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the issuance mandate in paragraph 1(a) above shall not exceed 138,306,408 Shares and the issuance mandate shall be limited accordingly;

---

## NOTICE OF GENERAL MEETING

---

- (c) the issuance mandate in paragraph 1(a) above shall authorize the Directors to allot and issue, or agree conditionally or unconditionally to allot and issue, Shares for a cash consideration, provided that the relevant issuance price of the Shares shall (i) not be at more than a 15% discount to the last closing price of the Shares immediately before the underwriting agreement for such issuance of Shares is signed and (ii) not be at a 20% or more discount to the Benchmarked Price of the Shares (as defined in the Company's circular to shareholders dated February 16, 2026);
- (d) the maximum combined number of Shares which may be allotted, issued or dealt with pursuant to the issuance mandate in paragraph 1(a) above and the existing share issuance mandate granted to the Directors by a resolution of the shareholders of the Company ("**Shareholder(s)**") passed at the annual general meeting of the Company on June 3, 2025 (the "**Existing Share Issuance Mandate**") shall not exceed the limit under the Existing Share Issuance Mandate; and
- (e) the issuance mandate in paragraph 1(a) above will be valid until the conclusion of the annual general meeting of the Company to be held on June 4, 2026 and will automatically terminate upon the occurrence of the potential dual listing."

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

Luxembourg, February 16, 2026

---

## NOTICE OF GENERAL MEETING

---

*Notes:*

1. The resolution at the 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 proxies are 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/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/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.
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 (excluding any part of a day that is a public holiday) 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 General Meeting, the register of members of the Company will be closed from Friday, March 13, 2026 to Thursday, March 19, 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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, March 12, 2026 (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 acting as the data user/data controller of the collected personal data.

The legal basis for the processing of the personal data are: (i) the Company’s legitimate interest, and (ii) compliance with legal obligations.

The personal data is collected and processed for the purpose of preparing and holding the General Meeting, preparing and taking of any resolution related to the General Meeting as well as any filing requirements and declarations related to the resolution taken in this context.

The Company shall transmit (or has transmitted) your personal data to its agents, contractors or other third party service providers who provide any administrative, computer and other services to the Company and any duly appointed professionals, such as law firms, banks, consultants, domiciliation agents, auditors, financial experts and other professional advisors and governmental bodies etc. involved in the organization of the General Meeting and in voting operations, as well as subsequent filing requirements. As necessary, sub-processing agreements will be signed with any concerned data processor acting on behalf and for the account of the Company.

---

## NOTICE OF GENERAL MEETING

---

Any transfer of your personal data from a member state of the European Union to a recipient located in a third country, will be handled in accordance with Chapter V “Transfers of personal data to third countries or international organisations” of 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 (General Data Protection Regulation).

The Company may store your personal data until it is no longer necessary to retain it to fulfil any of the purposes for which it was collected/processed, without prejudice to further obligations that may apply to the Company and which may require such personal data to be retained for a longer period.

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, to request the deletion of the data (under certain circumstances), as well as the right to data portability.

Please be also aware that, to the extent it is necessary for the purposes 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:

- 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*).

Any questions in relation with the processing of your personal data can be sent to the Company’s Joint Company Secretary by e-mail at [john.livingston@samsonite.com](mailto:john.livingston@samsonite.com).

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

**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 Group 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, March 19, 2026 at 12:15 p.m. (CET)/7:15 p.m. (Hong Kong time) (or as soon thereafter following the conclusion or adjournment of the General Meeting) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

#### SPECIAL RESOLUTIONS

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

1. To approve the modifications of the following provisions in the Articles of Incorporation of the Company:
  - (a) Article 1.1 of the Articles of Incorporation be modified as follows:
    - (i) deletion of the definition of “Companies Ordinance”;
    - (ii) addition of the definition of “Depositary Shares” in order to read as follows:

*“**Depositary Shares**” shall mean depositary shares representing Shares deposited with a Depositary (as defined herein);*
    - (iii) modification of the definitions of “Exchange” in order to read as follows:

*“**Exchange**” shall mean a stock exchange in respect of which the Shares or Depositary Shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares or Depositary Shares, including, as applicable, The Stock Exchange of Hong Kong Limited and/or any nationally recognized securities exchange;*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (iv) modification of the definition of “Listing Rules” in order to read as follows:

*“Listing Rules” shall mean the rules of the Exchange, including, as applicable, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the rules of any nationally recognized securities exchange and of any applicable securities or other similar regulator, as amended from time to time;*

- (v) modification of the definition of “Register” in order to read as follows:

*“Register” shall mean the Company’s principal Share register maintained in Luxembourg and any branch Share register established by the Company, including, as applicable, in Hong Kong or elsewhere, unless otherwise indicated;*

- (b) Article 4.11 of the Articles of Incorporation be modified in order to read as follows:

*4.11 Subject to the Luxembourg Companies Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner of purchase has first been authorised by a resolution of the Shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own Shares, and subject to the provisions of art 430-23 of the Luxembourg Companies Law on cross participations, shares and warrants for the subscription or purchase of any shares in any company which is its holding company, and may make payment therefore in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in any company which is a subsidiary of the Company and should the Company purchase or otherwise acquire its own Shares or warrants, neither the general meeting of the Company nor the Board shall be required to select the Shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants of the same class or as between them and the holders of Shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of Shares, provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the Luxembourg Companies Law as well as any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong or any other applicable securities regulator from time to time in force.*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (c) Article 4.12 of the Articles of Incorporation be deleted in its entirety;
- (d) new Articles 6.14 to 6.17 be included in the Articles of Incorporation:

*6.14 The Shares may be held by a holder (the “**Holder**”) through a securities settlement system or a Depository (as this term is defined below). The Shares held through a securities settlement system or a Depository shall be recorded in an account opened in the name of the Holder on the books of the securities settlement system or Depository and may be transferred from one account to another in accordance with customary procedures of such securities settlement system or Depository for the transfer of securities in book-entry form.*

*6.15 Where Shares are recorded in the Register on behalf of one or more persons in the name of a securities settlement system or the operator of such a system or in the name of a professional depository of securities or any other depository or sub-depository designated by one or more depositaries (any such system, professional or other depository and any sub-depository being referred to hereinafter as “**Depository**”) the Company, subject to its having received from the Depository with whom those Shares are kept in account a confirmation in proper form, will permit the Depository of such book-entry interests to exercise the rights attaching to those Shares, including admission to and voting at general meetings and shall consider the Depository to be the owner of the Shares for the purpose of these Articles. The Board may determine the formal requirements with which such confirmations must comply.*

*6.16 Notwithstanding the foregoing, the Company shall make payments, by way of dividends or otherwise, in cash, shares or other assets, only into the hands of the Depository recorded in the Register or in accordance with the Depository’s instructions, and that payment shall release the Company from any and all obligations for such payment.*

*6.17 Confirmations that an entry has been made in the Register will be provided to shareholders directly recorded in the Register or, in case of a securities settlement system or Depository recorded in the Register, upon its request.*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

- (e) Article 7.1 of the Articles of Incorporation be modified in order to read as follows:

*7.1 Except for transfers in accordance with the rules and regulations of the relevant securities settlement system or Depository, the transfer of Shares shall be carried out by way of an instrument of transfer in the usual or common form or in a form prescribed by the Exchange or in any other form approved by the Board and a written declaration of transfer recorded in the Register, such declaration of transfer to be dated and signed (by hand, machine imprinted or otherwise) by both the transferor and the transferee, or by persons holding the necessary representative powers to act in this respect.*

- (f) Articles 10.11 and 10.12 of the Articles of Incorporation be deleted in their entirety;

- (g) Article 10.13 of the Articles of Incorporation be modified in order to read as follows:

*10.13 The Company shall keep indemnified to the extent permitted by law any Director or attorney in fact and their heirs, executors and estate administrators against any reasonable costs and expenses incurred by them by virtue of their involvement in legal proceedings or suits initiated against them by reason of their current or former holding of offices as Directors or attorneys in fact of the Company, except where they shall be found guilty of gross negligence or of having breached their duties to the Company; in case of an extra-judiciary compromise settlement the indemnity shall only be granted if the Company is informed by its legal counsel that the Director or attorney in fact to be indemnified has not failed in his duties to the Company. The above right to indemnification is not exclusive of any further rights of the said Director or attorney in fact.*

- (h) Article 13.13 of the Articles of Incorporation be modified in order to read as follows:

*13.13 An annual general meeting and any other general meeting called for the passing of a Special Resolution shall be called by not less than 21 calendar days' notice in writing and any other general meeting shall be called by not less than 15 calendar days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

(i) Articles 13.18(a) of the Articles of Incorporation be modified in order to read as follows:

a) *every person shown as a member in the Register, and every Holder or Depositary as the case may be, as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the Register;*

(j) Article 17.1 of the Articles of Incorporation be modified in order to read as follows:

*17.1 This Article 17 shall apply where the Company makes a general offer to purchase all of its Shares, or all of its Shares of a particular class, subject always to the Luxembourg Companies Law and any other applicable law.*

2. To (i) approve the reduction of the share capital of the Company by an amount of US\$793,011 (the “**Capital Reduction**”) by the cancellation of the 79,301,100 treasury shares held by the Company representing all outstanding treasury shares of the Company, under the condition precedent (the “**Condition Precedent**”) of the potential dual listing of the shares of the Company on a stock exchange in the United States (the “**Potential Dual Listing**”), immediately following the completion of the Potential Dual Listing and (ii) appoint Mr. John Livingston and/or any lawyer of the law firm KLEYR GRASSO, société en commandite simple, with registered office at 7, rue des Primeurs, Grand-Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 220509, represented by its general partner (*associé commandité*) KLEYR GRASSO GP, *société à responsabilité limitée*, with registered office at 7 rue des Primeurs, L-2361 Luxembourg, registered with the Luxembourg Trade and Companies Register under number B 220442 to enact before a notary of the Grand Duchy of Luxembourg, the satisfaction of the Condition Precedent, the Capital Reduction, the date of the Capital Reduction and the subsequent modification of article 4.1 of the Articles of Incorporation.

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

Luxembourg, February 16, 2026

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:*

1. All resolutions 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 in person in Luxembourg and vote at the above meeting is entitled to appoint a proxy to attend in person the Extraordinary General Meeting in Luxembourg at the registered office of the Company at 13-15 Avenue de la Liberté, L-1931 Luxembourg and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxies are 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/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/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.
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 (excluding any part of a day that is a public holiday) 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 Extraordinary General Meeting, the register of members of the Company will be closed from Friday, March 13, 2026 to Thursday, March 19, 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary 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, March 12, 2026 (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 acting as the data user/data controller of the collected personal data.

The legal basis for the processing of the personal data are: (i) the Company’s legitimate interest, and (ii) compliance with legal obligations.

The personal data is collected and processed for the purpose of preparing and holding the Extraordinary General Meeting, preparing and taking of any resolutions related to the Extraordinary General Meeting as well as any filing requirements and declarations related to the resolutions taken in this context.

The Company shall transmit (or has transmitted) your personal data to its agents, contractors or other third party service providers who provide any administrative, computer and other services to the Company and any duly appointed professionals, such as law firms, banks, consultants, domiciliation agents, auditors, financial experts and other professional advisors and governmental bodies etc. involved in the organization of the Extraordinary General Meeting and in voting operations, as well as subsequent filing requirements. As necessary, sub-processing agreements will be signed with any concerned data processor acting on behalf and for the account of the Company.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

Any transfer of your personal data from a member state of the European Union to a recipient located in a third country, will be handled in accordance with Chapter V “Transfers of personal data to third countries or international organisations” of 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 (General Data Protection Regulation).

The Company may store your personal data until it is no longer necessary to retain it to fulfil any of the purposes for which it was collected/processed, without prejudice to further obligations that may apply to the Company and which may require such personal data to be retained for a longer period.

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, to request the deletion of the data (under certain circumstances), as well as the right to data portability.

Please be also aware that, to the extent it is necessary for the purposes 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:

- 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*).

Any questions in relation with the processing of your personal data can be sent to the Company’s Joint Company Secretary by e-mail at [john.livingston@samsonite.com](mailto:john.livingston@samsonite.com).