



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 4, 2020

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 4, 2020**

March 18, 2020

Dear Shareholders,

During the meeting of the Board of Directors held on June 6, 2019, Mr. Kyle Francis Gendreau declared his personal interests regarding the decision to be taken by the Board to increase in one or several sequences, upon exercise of share options (“**Options**”) 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 USD180,000.- through the issue of up to 18,000,000 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 (the “**Bonus Shares**”) or New Shares to be subscribed by the Participant(s) for an amount of USD0.01 per New Share.

Due to the fact that New Shares may be issued upon the exercise of Options and the vesting of RSUs that may be granted to Mr. Kyle Francis Gendreau, he declared during the meeting of the Board of Directors held on June 6, 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 written resolutions of the Board of Directors dated June 6, 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 June 6, 2019, among others, the above described matters.

During the meeting of the Board of Directors held on June 6, 2019, Mr. Timothy Charles Parker declared his personal interests regarding the decision taken by the Board of Directors to re-appoint him as Chairman of the Board of Directors of the Company and to ratify, to the extent necessary, all his acts as Chairman since his last appointment.

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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 June 6, 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. Timothy Charles Parker deliberating nor voting, has approved in the minutes of the Board of Directors dated June 6, 2019, among others, the above described matters.



By: Timothy Charles Parker
Capacity: Chairman and Director