
RELATIONSHIP WITH OUR SUBSTANTIAL SHAREHOLDERS

Immediately following the completion of the Global Offering the CVC Funds will, in aggregate, own approximately 29.77 percent and RBS will own approximately 15.84 percent of the issued Shares (assuming the Over-allotment Option is not exercised). Accordingly, the CVC Funds are together the Company's single largest group of Shareholders.

INDEPENDENCE FROM OUR SUBSTANTIAL SHAREHOLDERS

The Directors consider that the Group is capable of carrying on its business independently of its Substantial Shareholders and their associates for the reasons set out below.

Management Independence

The Board consists of nine Directors three of whom are executive Directors, three are non-executive Directors and three are independent non-executive Directors. Our daily management and operations are carried out by our senior management team. None of the members of our senior management team holds any board or other executive position in, or are employed by, our Substantial Shareholders.

Two of our non-executive Directors (Mr. Clarry and Mr. McLain) are employees of an affiliate of the CVC Funds. Mr. Tim Parker is also an industrial partner of an affiliate of the CVC Funds, providing assistance in the sourcing and evaluation of potential investment opportunities, and in some cases, once an investment has been made, advising and assisting with the operation of the investment. Mr. Tim Parker also holds other non-executive positions on the boards of directors of other portfolio companies of the CVC Funds and is the borrower under a loan agreement with the CVC Funds entered into on April 5, 2011 in connection with certain incentivization arrangements agreed on September 10, 2009. Mr. Hamill, one of the Company's other non-executive Directors, was originally appointed to the board of directors of Luxco 1 by RBS under the Shareholders' Agreement which will be terminated before Listing in accordance with the provisions of the 2011 Reorganization Implementation Deed.

CVC Capital Partners Advisory Company (Luxembourg) S.à r.l. entered into an agreement with Luxco 4 on September 10, 2009 pursuant to which, CVC Capital Partners Advisory Company (Luxembourg) S.à r.l. is entitled to receive a fee of US\$150,000 per annum for providing certain management advisory services to certain members of the Group. This agreement will be terminated with effect from completion of the Global Offering in accordance with the provisions of the 2011 Reorganization Implementation Deed.

Under applicable Luxembourg laws, any Director having an interest in a transaction presented to the Board for consideration and approval which conflicts with that of the Company must (i) disclose such interest to the Board and may not take part in the deliberations or vote in respect of the matter; and (ii) cause a record of his statement to be included in the minutes of the Board meeting. At our next general meeting, before any other resolution is put to vote, a special report shall be made of such transactions, detailing any such conflict. Under Luxembourg law, the above mentioned procedures are not applicable where the decision of the Board relates to routine operations entered into under normal conditions, in the normal course of business.

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Further, the decision-making mechanism of the Board is set out in the Articles, which include provisions to avoid conflicts of interests by providing, among other things, that:

- (a) the Board may validly debate and act only if the majority of its members are present in person or by proxy;
- (b) all decisions of the Board shall be made by a majority of the votes cast by Directors present in person or by proxy at the relevant meeting;
- (c) a Director shall declare the nature of any direct or indirect material interest of his in any contract, proposed contract or any transaction of the Company at the earliest meeting of the Board of which it is practicable for him to do so; and
- (d) a special report of transactions, including routine operations entered into in the normal course of business, in which our directors had a personal interest which conflicted with ours shall be made at our next general meeting following the relevant Board meeting.

See “*Appendix IV—HK Law Requirements—Declaration of Interests by Directors*” for details relating to disclosure requirements on directors’ interests under Luxembourg and Hong Kong laws and the Articles.

Finally, following Listing, the Board will be required to comply with the Listing Rules, including the provisions relating to corporate governance, which require (among other things) that a Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest, nor shall he be counted in the quorum for the meeting.

Operational Independence

The CVC Funds are private equity funds that invest in companies which demonstrate the potential for growth in value. The CVC Funds control a broad portfolio of businesses which operate in a wide range of different sectors. The CVC Funds do not actively carry on any business activities. The Group has its own independent access to sources of materials required for its operations. The CVC Funds do not have any interest in any of the Group’s key suppliers of materials required for its operations. We independently manage and operate our manufacturing facilities in Belgium, Hungary and India. We have independent access to our customers. RBS is a global financial institution providing retail, corporate and commercial banking services and operating and having interests in a broad portfolio of businesses in a wide range of sectors around the world.

The Group does from time to time transact business with companies that may be controlled by affiliates of the CVC Funds or RBS in the normal course of business and on the same arms length terms that apply to the Group’s dealings with third parties.

Financial Independence

All of the amounts that are due under the ABL Term Facility and the Senior Facilities Agreement provided by, amongst others, the CVC Funds, their affiliates and RBS for the

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benefit of the Group, will be repaid in full on completion of the Global Offering. All of the Preference Shares will be transferred in exchange for Loan Notes during the 2011 Reorganization and all of the Loan Notes will be repaid in full on completion of the Global Offering. Other than under the ABL Term Facility, the Senior Facilities Agreement, and the Loan Notes, the CVC Funds, their affiliates do not provide the Group with any direct or indirect financing for its operations. The Group does, from time to time, enter into other financing and risk management arrangements with RBS or its affiliates in the ordinary course of business and on the same arms length terms that apply to the Group's dealings with third parties, including the New LC Facility to be entered into with effect from the Listing Date as described in "*Connected Transactions—Exempt Continuing Connected Transactions*".

Competition with our Substantial Shareholder

Apart from their interest in the business of the Group as described in this Prospectus and as set out below, the CVC Funds do not have any interest, directly or indirectly, in any business which competes or is likely to compete, directly or indirectly, with the business of designing, marketing and selling (wholesale and/or retail) travel, business or casual luggage goods as carried on by the Group as at the date of this Prospectus. Certain of the CVC Funds own less than fifteen percent of a group of companies whose primary business is operating travel centers (including fuel stations, convenience stores and restaurants) aimed at the professional driver and traveling motorist. This business also sells casual bags but does not compete with the business operated by the Group. In the financial year ended in 2010, sales of casual bags represented less than 0.01 percent of the business's total revenues.