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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)

PROPOSED GRANT OF AWARD UNDER THE SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD

On April 7, 2023, the Remuneration Committee (with the approval of the Independent Non-Executive Directors) proposed that RSUs be granted to the Chief Executive Officer of the Company under the Share Award Scheme which exceeds the 0.1% Individual Threshold. It is proposed that the Shareholders consider and, if thought fit, approve such proposed grant at the Annual General Meeting to be convened on Thursday, June 1, 2023.

1. INTRODUCTION

On April 7, 2023, the Remuneration Committee (with the approval of the Independent Non-Executive Directors) proposed that RSUs be granted to the Chief Executive Officer of the Company under the Share Award Scheme.

2. PROPOSED GRANT OF AWARD UNDER THE SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD

(a) Proposed 2023 RSU Grant to Mr. Kyle Francis Gendreau

The Remuneration Committee has proposed to grant to Mr. Kyle Francis Gendreau, the Executive Director and Chief Executive Officer of the Company, RSUs pursuant to the Share Award Scheme. If approved by the Shareholders, the grant is expected to be made as soon as practicable following the Annual General Meeting to be convened on Thursday, June 1, 2023.

The aggregate target LTIP Value of the 2023 RSU Grant proposed to be granted to Mr. Gendreau in 2023 is based on 500% of his base salary for the year 2023 (of which 50% of the target LTIP Value will be in the form of PRSUs and 50% will be in the form of TRSUs).

The table below sets out the number of Shares underlying the proposed 2023 RSU Grant to Mr. Gendreau. The maximum numbers of Shares set out below have been calculated based on a per Share price of HK\$20.25, being the lowest closing market price of a Share during the period that began on January 1, 2023 and ended on March 31, 2023. The closing market price of a Share on April 6, 2023 (being the last trading day prior to April 7, 2023, the date on which the 2023 RSU Grant was proposed by the Remuneration Committee) was HK\$24.80.

The exact number of Shares underlying the RSUs proposed to be granted to Mr. Gendreau will be determined by dividing the target LTIP Value of RSUs by the higher of (i) the closing price of a Share on the grant date and (ii) the average closing price of a Share for the five trading days immediately preceding the grant date. The final number of Shares vested under the RSUs will vary depending on the level of achievement of performance conditions applicable to the PRSUs granted to Mr. Gendreau. For the avoidance of doubt, the actual realized value of the 2023 RSU Grant will depend on the Share price at the time of vesting of the RSUs.

Number of Shares underlying TRSUs and % of issued share capital at the date of this announcement	Number of Shares underlying PRSUs and % of issued share capital at the date of this announcement			Total number of Shares underlying maximum LTIP Award and % of issued share capital at the date of this announcement
	Threshold	Target	Maximum	
1,343,207 (0.09%)	335,802 (0.02%)	1,343,207 (0.09%)	2,686,414 (0.19%)	4,029,621 (0.28%)

Notes:

- (1) TRSUs vest equally over a three-year period.
- (2) PRSUs cliff vest three years following grant based on achievement of performance conditions.

PRSUs will cliff vest three years after the grant date based on achievement of pre-established performance goals determined by reference to the Group’s annual LTIP Adjusted EBITDA growth rate targets set at the time of the grant, which growth rate targets are expressed on a constant currency basis compared to the prior year. When setting the performance targets, the objective is for the targets to be sufficiently challenging to create appropriate pay-for-performance alignment as expected by the Shareholders, within parameters that are likely to be perceived by the Senior Managers to be achievable in order to create appropriate incentives. The annual LTIP Adjusted EBITDA growth rate target for each year included in the three-year performance period have been established by the Remuneration Committee and will be communicated to the recipients of the PRSUs at the time of the grant. At the end of each year, the extent to which the annual growth target has been achieved will be determined in respect of 1/3 of the total PRSUs granted. In making such determination, the Remuneration Committee shall adjust either the performance goals or the calculation of the LTIP Adjusted EBITDA to reflect the following occurrences affecting the Company during the performance period (to the extent such occurrences affect the year-over-year comparability of LTIP Adjusted EBITDA):

- the effect of changes in laws, regulations, or accounting principles, methods or estimates;
- changes to amortization of lease right-of-use assets resulting from the write down or impairment of such assets or the reversal of impairments;
- the planned, unrealized LTIP Adjusted EBITDA associated with a business segment, division, or unit or product group that is sold or discontinued (where such sale or discontinuation was unplanned);
- results from an unplanned acquired business and costs related to such unplanned acquisition;
- restructuring and workforce severance costs pursuant to a plan approved by the Board and the Company’s chief executive officer; and
- unusual and infrequently occurring items as defined under the International Financial Reporting Standards as adopted by the International Accounting Standards Board and any other unusual and exceptional events outside the ordinary course of business,

provided that such adjustment is guided by the principles of the LTIP and alignment of Shareholders’ and participants’ interests.

Details of the payout levels with respect to each year included in the three-year performance period are set out below:

	Payout levels (% of shares underlying PRSUs)		
	2023 against 2022 (1/3 weighting)	2024 against 2023 (1/3 weighting)	2025 against 2024 (1/3 weighting)
Maximum	200%	200%	200%
Target	100%	100%	100%
Threshold	25%	25%	25%
Below Threshold	0%	0%	0%

Vesting levels will be interpolated for actual performance between payout levels.

PRSUs will vest only upon completion of the three-year performance period to the extent the annual targets have been satisfied. PRSUs will ensure that there is linkage between the Company's stated long-term strategic and financial goals and executive compensation.

The Company's malus and clawback policy will apply to the PRSUs included within the proposed 2023 RSU Grant. Under the policy, if the Company determines that it must prepare an accounting restatement due to material non-compliance with any applicable financial reporting requirements resulting from the individual's fraud or misconduct, the Company has the power to seek to recover in respect of vested PRSUs and reduce in respect of unvested PRSUs the amount of erroneously awarded performance-based compensation received by the individual.

As of the date of this announcement, assuming the maximum 4,029,621 Shares underlying the proposed 2023 RSU Grant to Mr. Gendreau are issued to Mr. Gendreau upon vesting, the number of new Shares available for future grant under the scheme mandate of the Share Award Scheme will be 47,789,867 Shares.

(b) Reasons and Benefits of the 2023 RSU Grant to Mr. Gendreau

The Company's practice is to incentivize, reward and retain its senior managers by providing annual compensation packages. The 2023 RSU Grant is intended to continue ensuring the alignment between the interests of Mr. Gendreau and the long-term interests of Shareholders. TRSUs aid in the retention of Mr. Gendreau and reward long-term performance. Similarly, PRSUs ensure that there is a greater linkage between the Company's stated long-term strategic and financial goals and executive compensation.

(c) Listing Rules Implications

The Listing Rules require the approval of shareholders to be obtained where any grant of awards in respect of new shares (excluding grant of options) to a director (other than an independent non-executive director) or chief executive of the Company would result in the shares issued and to be issued in respect of all awards granted (excluding any awards lapsed in accordance with the terms of the share award scheme) to such individual in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares in issue.

As the total number of Shares issued and to be issued to Mr. Gendreau pursuant to the 2023 RSU Grant in the 12-month period up to April 7, 2023 (being the date on which the Remuneration Committee (with the approval of the Independent Non-Executive Directors) approved the recommendation to the Shareholders of the proposed 2023 RSU Grant) would exceed the 0.1% Individual Threshold referred to above, the 2023 RSU Grant is subject to the approval of the Shareholders at the Annual General Meeting. As required under Listing Rule 17.04(4), Mr. Gendreau, his associates and all core connected persons of the Company are required to abstain from voting in favor of the proposed ordinary resolution at the Annual General Meeting to approve the proposed 2023 RSU Grant to Mr. Gendreau.

The Directors (other than Mr. Gendreau but including the Independent Non-Executive Directors) are of the view that the proposed 2023 RSU Grant to Mr. Gendreau is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (other than Mr. Gendreau but including the Independent Non-Executive Directors) recommend the Shareholders to vote in favor of the proposed ordinary resolution at the Annual General Meeting to approve the proposed 2023 RSU Grant to Mr. Gendreau.

The Circular containing, among other things, details of the proposed 2023 RSU Grant to Mr. Gendreau together with the notice of the Annual General Meeting, and a form of proxy for use at the Annual General Meeting will be sent to the Shareholders.

3. INFORMATION ON THE GROUP

With a heritage dating back more than 110 years, 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®, Kamiliant®, ebags®, Lipault® and Hartmann® brand names as well as other owned and licensed brand names.

4. DEFINITIONS

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

“2023 RSU Grant”	the proposed grant of RSUs to Mr. Kyle Francis Gendreau pursuant to the Share Award Scheme, details of which are set out in this announcement;
“Annual General Meeting”	the annual 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, June 1, 2023 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time);
“Board”	the board of Directors of the Company;
“Circular”	the circular to be issued by the Company in relation to the resolutions to be proposed at the Annual General Meeting;
“Company”	Samsonite International S.A. 新秀丽國際有限公司, 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;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“LTIP”	the Company’s long-term incentive plan pursuant to the Share Award Scheme;
“LTIP Adjusted EBITDA”	the Company’s consolidated earnings before interest, taxes, depreciation and amortization, as adjusted to eliminate the effect of a number of costs, charges and credits and certain other non-cash charges. LTIP Adjusted EBITDA includes the lease interest and amortization expense as a result of the Group’s adoption of IFRS 16 to account for operational rent expenses and excludes annual cash bonus expenses and cash long-term-incentive award expenses;
“LTIP Value”	for each Participant, the value of the Awards made to such Participant under the Share Award Scheme on the grant date, which is based upon a percentage of such Participant’s annual base salary;
“Participants”	individuals who participate in the Share Award Scheme, as defined in the rules of the Share Award Scheme;
“PRSU”	performance RSU;
“Remuneration Committee”	the Remuneration Committee of the Board, comprising Ms. Angela Iris Brav, Mr. Paul Kenneth Etchells, Mr. Jerome Squire Griffith and Ms. Ying Yeh (all of whom are independent non-executive Directors);
“RSU”	a restricted share unit, being a contingent right to receive Shares which is awarded under the Share Award Scheme;
“Share(s)”	ordinary shares of US\$0.01 each in the capital of the Company;
“Share Award Scheme”	the share award scheme of the Company adopted by the Shareholders on December 21, 2022, as amended from time to time;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“TRSU”	time-based RSU;
“US\$”	United States dollars, the lawful currency of the United States of America;
“%”	per cent.

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

Luxembourg, April 10, 2023

As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Directors are Timothy Charles Parker, and the Independent Non-Executive Directors are Claire Marie Bennett, Angela Iris Brav, Paul Kenneth Etchells, Jerome Squire Griffith, Tom Korbas, and Ying Yeh.