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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND THE EXTRAORDINARY GENERAL MEETING
HELD ON THURSDAY, JUNE 6, 2024**

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “**Annual General Meeting**”) of Samsonite International S.A. (the “**Company**”) held on June 6, 2024, all the proposed resolutions as set out in the notice of the Annual General Meeting dated April 19, 2024 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	To receive and adopt the audited statutory accounts and audited consolidated financial statements of the Company and the reports of the directors of the Company (the “ Directors ”) (among which the Conflict of Interest Report) and auditors for the year ended December 31, 2023.	1,153,026,425 (99.850146%)	1,730,445 (0.149854%)
2.	To approve the allocation of the results of the Company for the year ended December 31, 2023.	1,154,756,870 (100%)	0 (0%)
3.	To declare a cash distribution to the shareholders of the Company in an amount of one hundred and fifty million United States dollars (US\$150,000,000) out of the Company’s ad hoc distributable reserve.	1,154,906,918 (100%)	0 (0%)
4.	To re-elect Mr. Jerome Squire Griffith as independent non-executive Director for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2027.	1,121,284,179 (97.102564%)	33,457,911 (2.897436%)
5.	To re-elect Ms. Ying Yeh as independent non-executive Director for a period of one year expiring upon the holding of the annual general meeting of the Company to be held in 2025.	866,859,539 (75.069537%)	287,882,551 (24.930463%)
6.	To renew the mandate granted to KPMG Luxembourg to act as approved statutory	1,115,985,018 (96.933200%)	35,307,852 (3.066800%)

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
	auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the year ending December 31, 2024, and authorize the Board of Directors of the Company (the “ Board ”) (with authority for the Board to authorize the Audit Committee of the Board) to fix the remuneration of the approved statutory auditor for the year ending December 31, 2024.		
7.	To re-appoint KPMG LLP as the external auditor of the Company to hold office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company and authorize the Board (with authority for the Board to authorize the Audit Committee of the Board) to fix the remuneration of the external auditor for the year ending December 31, 2024.	1,108,846,994 (96.024282%)	45,909,876 (3.975718%)
8.	To give a general mandate to the Directors to allot, issue or deal with additional shares of the Company or securities convertible into shares of the Company (which would include convertible bonds) not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (excluding treasury shares and in accordance with the terms and conditions described in the Annual General Meeting circular dated April 19, 2024 (the “ Circular ”)).	1,041,074,705 (90.155316%)	113,682,165 (9.844684%)
9.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the total number of issued shares of the Company as at the date of this resolution (excluding treasury shares and in accordance with the terms and conditions described in the Circular).	1,150,103,780 (99.597050%)	4,653,090 (0.402950%)
10.	To approve the discharge granted to the Directors for the exercise of their mandates during the year ended December 31, 2023.	1,149,641,059 (99.556979%)	5,115,811 (0.443021%)
11.	To approve the discharge granted to the approved statutory auditor (<i>réviseur d'entreprises agréé</i>) of the Company for the exercise of its mandates during the year ended December 31, 2023.	1,146,330,159 (99.270261%)	8,426,711 (0.729739%)
12.	To approve the remuneration to be granted to certain Directors.	1,151,016,090 (99.676055%)	3,740,780 (0.323945%)

Ordinary Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
13.	THAT (a) the grant of restricted share units (“RSUs”) pursuant to the share award scheme of the Company adopted by the shareholders on December 21, 2022, as amended from time to time (the “2022 Share Award Scheme”) in respect of an aggregate of up to 3,896,795 shares to Mr. Kyle Francis Gendreau in accordance with the terms of the 2022 Share Award Scheme and subject to all applicable laws, rules and regulations and applicable award document(s), be approved and (b) authority be given to the Directors to exercise the powers of the Company to give effect to such grant of RSUs.	1,049,062,086 (95.551164%)	48,869,188 (4.448836%)

Notes:

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 13, all resolutions were duly passed.

As at the date of the Annual General Meeting, the total number of issued shares of the Company was 1,461,259,755 ordinary shares of US\$0.01 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the Annual General Meeting.

There were no shares entitling the holders to attend and abstain from voting in favour at the Annual General Meeting as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

As required under the Listing Rules, Mr. Kyle Francis Gendreau and his associates holding an aggregate of 1,893,141 shares and all core connected persons of the Company abstained from voting on the ordinary resolution numbered 13 at the Annual General Meeting.

Saved as disclosed above, no shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Annual General Meeting and none of the shareholders had stated his intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Annual General Meeting.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the Annual General Meeting.

All Directors (except for Mr. Jerome Squire Griffith, who was unable to attend for personal reasons) attended the Annual General Meeting.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

At the extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company held on June 6, 2024, all the proposed resolutions as set out in the notice of the Extraordinary General Meeting dated April 19, 2024 were taken by poll. The poll results are as follows:

Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
1.	To renew the authorization granted to the board of directors of the Company, for a new period of five years starting from the date of the publication in the Luxembourg Official Gazette, Recueil Electronique des Sociétés et Associations, of the minutes of the Extraordinary General Meeting, to issue the Company’s shares, to grant options to subscribe for the Company’s shares, to grant restricted share units to receive/subscribe for the Company’s shares and to issue, grant any subscription rights or any other securities or instruments convertible or exchangeable into the Company’s shares (including convertible bonds), to such persons and on such terms as it shall see fit, and consequently to increase, in one or several times, the subscribed share capital of the Company, and to allocate the existing Company’s shares without consideration or to issue the Company’s shares paid-up out of available reserves to employees and to corporate officers (including directors) of the Company and its direct or indirect subsidiaries as provided for under Article 4.2 of the articles of incorporation, or certain categories thereof, subject always to compliance with applicable provisions of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, within the limits provided for in Article 4.2 of the articles of incorporation of the Company (the “ Articles of Incorporation ”) and without reserving (by cancelling or limiting) a preferential subscription right to the existing Company’s shareholders to subscribe to the Company’s shares to be issued, on the basis of the report of the board of directors of the Company drawn up in accordance with Article 420-26 (5) and (6) of the Luxembourg law of August 10, 1915 on commercial companies, as amended from time to time.	1,147,711,771 (99.376692%)	7,198,646 (0.623308%)
2.	Modification of Article 13.1 of the Articles of Incorporation of the Company, in order to read as follows: <i>The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held in Luxembourg at the registered office of the Company, and/or at any other location as may be indicated in the convening notices,</i>	1,154,351,771 (99.951629%)	558,646 (0.048371%)

Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
	<i>within six (6) months of the end of each financial year. Shareholders may take part to the annual general meeting through video-conference or through other means of communication allowing their identification and are entitled to vote and are deemed to be present for the computation of the quorums and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.</i>		
3.	<p>Modification of Article 13.17 of the Articles of Incorporation of the Company, in order to read as follows:</p> <p><i>Except as otherwise provided in these Articles, any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules”) may be served by the Company on any member either personally or by sending it through the registered mail in a prepaid letter addressed to such member at his registered address as appearing in the Register or, to the extent permitted by the Luxembourg Companies Law, the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s website provided that the Company has obtained (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed or implied consent to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means. In the case of convening notices for general Shareholders’ meeting, notices will be served by the Company pursuant to the provisions of article 13.15 of these Articles by sending through a registered mail to each member, unless the addressees have expressly accepted in writing on an individual basis to receive convening notices through other means of communication, such as electronic means, warranting notification and access to the information, and also, at the discretion of the Board and if required by the Listing Rules and all applicable laws and regulations, by advertisement published in the newspapers. In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.</i></p>	1,154,351,771 (99.951629%)	558,646 (0.048371%)
4.	<p>Modification of Article 19.1 of the Articles of Incorporation of the Company, in order to read as follows:</p> <p><i>The Company may at any time and from time to time</i></p>	1,154,351,771 (99.951629%)	558,646 (0.048371%)

Special Resolutions		Number of Votes (Approximate % of total shares voted)	
		For	Against
	<i>by Special Resolution passed at an Extraordinary General Meeting alter or amend its Articles in whole or in part, including the change of nationality of the Company. However, the commitments of its Shareholders may be increased only with the unanimous consent of all the Shareholders and bondholders (if any) in an Extraordinary General Meeting.</i>		

Notes:

As not less than 75% of the votes were cast in favour of each of the special resolutions numbered 1 to 4, all resolutions were duly passed.

As at the date of the Extraordinary General Meeting, the total number of issued shares of the Company was 1,461,259,755 ordinary shares of US\$0.01 each, which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the Extraordinary General Meeting.

There were no shares entitling the holders to attend and abstain from voting in favour at the Extraordinary General Meeting as set out in rule 13.40 of the Listing Rules.

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the Extraordinary General Meeting and none of the shareholders had stated his intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Extraordinary General Meeting.

The Company's share registrar in Luxembourg, Intertrust Luxembourg S.à r.l. and the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineers for the vote-taking at the Extraordinary General Meeting.

All Directors (except for Mr. Jerome Squire Griffith, who was unable to attend for personal reasons) attended the Extraordinary General Meeting.

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

Luxembourg, June 6, 2024

As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is 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.