



**SAMSONITE INTERNATIONAL S.A.**

**新秀丽國際有限公司**

**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)**

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING**

**TO BE HELD ON THURSDAY, JUNE 1, 2023**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
shares of US\$0.01 each in the share capital of Samsonite International S.A. (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**Annual General Meeting**”) of the Company 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) (and at any adjournment thereof).  
Please mark a tick (“√”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		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 “ <b>Directors</b> ”) (among which the Conflict of Interest Report) and auditors for the year ended December 31, 2022.		
2.	To approve the allocation of the results of the Company for the year ended December 31, 2022.		
3.	To re-elect the following retiring Directors:		
	(i) Mr. Kyle Francis Gendreau;		
	(ii) Mr. Tom Korbas; and		
	(iii) Ms. Ying Yeh,		
	in the case of (a) Mr. Gendreau and Mr. Korbas for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2026 and (b) Ms. Ying Yeh for a period of one year expiring upon the holding of the annual general meeting of the Company to be held in 2024.		
4.	To renew the mandate granted to KPMG Luxembourg to act as approved statutory auditor ( <i>réviseur d’entreprises agréé</i> ) of the Company for the year ending December 31, 2023, and, subject to the adoption by the extraordinary general meeting of the Company to be held after the Annual General Meeting on the same date (the “ <b>Extraordinary General Meeting</b> ”) of the modification of Article 13.2 of the Articles of Incorporation of the Company (the “ <b>Articles of Incorporation</b> ”), authorization of the Board of Directors to fix the remuneration of the approved statutory auditor as from the financial year starting January 1, 2024.		
5.	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, subject to the adoption by the Extraordinary General Meeting of the modification of Article 13.2 of the Articles of Incorporation, authorization of the Board of Directors to fix the remuneration of the external auditor for the year ending December 31, 2023.		
6.	To give a general mandate to the Directors to issue additional 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 (in accordance with the terms and conditions described in the Annual General Meeting circular).		
7.	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 (in accordance with the terms and conditions described in the Annual General Meeting circular).		
8.	<b>THAT</b> (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 “ <b>Share Award Scheme</b> ”) in respect of an aggregate of up to 4,029,621 shares to Mr. Kyle Francis Gendreau in accordance with the terms of the Share Award Scheme, 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.		
SPECIAL RESOLUTIONS		FOR	AGAINST
9.	To approve the discharge granted to the Directors and the approved statutory auditor ( <i>réviseur d’entreprises agréé</i> ) of the Company for the exercise of their respective mandates during the year ended December 31, 2022.		
10.	To approve the remuneration to be granted to certain Directors.		
11.	To approve the remuneration to be granted to KPMG Luxembourg as the approved statutory auditor ( <i>réviseur d’entreprises agréé</i> ) of the Company.		

Date: \_\_\_\_\_ 2023

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Annual General Meeting may appoint more than one proxy to attend and on a poll, vote on his behalf, provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this 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 before the time fixed for holding the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT (HONG KONG)**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting of the Company, as well as subsequent filing requirements (with the local Trade Register etc.) if applicable (together, the “Purposes”), and may be held, processed or used for any of these Purposes. You/Your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486, Laws of Hong Kong, and any such request should be in writing by mail to the Company.

**GENERAL DATA PROTECTION REGULATION**

The legal basis for the processing of your personal data is a legal obligation applying to the Company (i.e. the organization of the Annual General Meeting) and the Company’s legitimate interests in connection with the fulfilment of the Purposes.

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.

**MISCELLANEOUS**

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 Annual General Meeting, preparing and taking of any resolutions related to the Annual 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 Annual 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.

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).