



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 September 26th, 2018**

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 SEPTEMBER 26TH, 2018**

August 29, 2018

Dear Shareholders,

In written resolutions of the Board dated 11 April 2018, Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau declared their pecuniary personal interests in the proposal made to the shareholders of the Company (the “**Shareholders**”) to make certain amendments to the share award scheme adopted by the Shareholders on September 14, 2012 as further amended by the board of directors of the Company on January 8, 2013 and on May 26, 2017 (the “**Share Award Scheme**”).

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 11 April 2018 of such conflicts of interest.

The board of directors draws your attention to this and reports that such conflicts have arisen. The board of directors of the Company without Mr. Ramesh Dungarmal Tainwala and Mr. Kyle Francis Gendreau deliberating nor voting, has approved in the minutes of the board of directors dated 11 April 2018, among others, the above described matters.

At the meeting of the board of directors held on August 29, 2018, the board of directors proposed to obtain the consent from the Company’s shareholders on (i) the granting of awards of restricted share units (“**RSUs**”) pursuant to the rules of the Share Award Scheme to, among others, Mr. Kyle Francis Gendreau, (ii) the amendment of the Share Award Scheme, (iii) the special mandate to be granted to members of the Remuneration Committee to, among others, determine the definitive terms and conditions of the restricted share units to be granted to them by the Board pursuant to the Share Award Scheme (including, without limitation, the number of restricted share units, the period for vesting and the performance indicators), (iv) the amendment of the articles of association of the Company to provide for the extension of the current share capital authorization granted to the board of directors of the Company until May 10, 2021, to allocate existing Company’s shares without consideration and/or to issue Company’s shares paid-up out of available reserves to employees and/or corporate officers (including directors, members of the management board and the supervisory board) of the Company or companies pertaining to the same group than the Company, upon the vesting of RSUs granted pursuant to the Share Award Scheme without any consideration to be paid from the participants or upon the exercise/vesting of any securities or instruments convertible into Company’s shares issued or to be issued by the board of directors, within the limits of the authorised capital of the Company and without reserving (by canceling or limiting) a preferential subscription right to the Company’s shareholders to subscribe to the Company’s shares and such instruments to be issued and (v) the convening of the general shareholders meeting of the Company and the convening of the extraordinary general shareholders’ meeting of the Company both to be held on September 26th, 2018.

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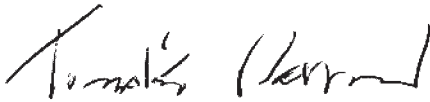
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Due to the fact that RSUs are proposed to be granted to, among others, Mr. Kyle Francis Gendreau, Mr. Kyle Francis Gendreau (as regards to the proposed grant of RSUs in his favor) declared during the meeting of the board of directors held on August 29, 2018 his pecuniary 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 minutes of the meeting of the board of directors held on August 29, 2018 of such conflicts of interest.

The board of directors draws your attention to this and reports that such conflicts have arisen. The board of directors of the Company without Mr. Kyle Francis Gendreau deliberating nor voting, has approved during the meeting held on August 29, 2018, among others, the above described matters.



By: Timothy Charles Parker
Capacity: Director