THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Samsonite Group S.A., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Samsonite Group S.A..

Samsonite Group

SAMSONITE GROUP S.A.

新秀麗集團有限公司

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)

(1) INFORMATION ON THE PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
(4) PROPOSED GRANT OF AWARD UNDER THE 2022 SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD
(5) NOTICE OF ANNUAL GENERAL MEETING

Notice convening the Annual General Meeting of Samsonite Group S.A. 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 Tuesday, June 3, 2025 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) is set out on pages 34 to 40 of this circular.

The form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 to the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (corporate.samsonite.com/en/home.html).

April 30, 2025

CONTACT DETAILS FOR QUESTIONS

If Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990
Website: www.computershare.com/hk/contact

If Shareholders have any questions in relation to the Company, please contact the Company's Investor Relations team, as follows:

Telephone: (852) 2422 2611
E-mail: investorrelations@samsonite.com

COMPANY WEBCASTS

Shareholders should note that the Company hosts a webcast following the announcement of its annual, interim and quarterly financial results. Details of how to access these webcasts are set out on the Company's website at https://corporate.samsonite.com/en/presentations-and-webcasts.html.

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

"0.1% Individual Threshold"	the threshold set out in the Listing Rules whereby any grant of awards in respect of new shares (excluding any grant of options) to a director (other than an independent non-executive director) or chief executive of the issuer which 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 (excluding treasury shares) will be subject to shareholders' approval;
"2012 Share Award Scheme"	the share award scheme of the Company adopted by the Shareholders on September 14, 2012, as amended from time to time, and which expired on October 26, 2022;
"2022 Share Award Scheme"	the share award scheme of the Company adopted by the Shareholders on December 21, 2022, as amended from time to time;
"2025 RSU Grant"	the proposed grant of RSUs to Mr. Kyle Francis Gendreau pursuant to the 2022 Share Award Scheme, details of which are set out in paragraph 10 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"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 Tuesday, June 3, 2025 at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time), to approve the resolutions contained in the notice of the Annual General Meeting (or any adjournment thereof);
"Articles of Incorporation"	the articles of incorporation of the Company currently in force;
"Award"	an award granted under the 2022 Share Award Scheme in the form of an Option or an RSU;

"Benchmarked Price"	as defined paragraph 6(e) of the notice of the Annual General Meeting;
"Board"	the board of Directors of the Company;
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Company"	Samsonite Group S.A. 新秀麗集團有限公司, 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;
"Conflict of Interest Report"	as defined in paragraph 1 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"core connected person"	has the meaning ascribed to it in the Listing Rules;
"Directors"	the directors of the Company;
"Dividend Distribution"	as defined in paragraph 2 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Equity Dilution"	the dilutive effect of grants made under the 2022 Share Award Scheme on the number of Shares issued and outstanding in the capital of the Company as of the Latest Practicable Date. Equity Dilution as used in this circular does not give effect to the exercise price paid by a Participant upon the exercise of an Option;
"Equity-based LTIP Participants"	Chief Executive Officer, Chief Financial Officer, President, North America, President, Tumi North America, President, Asia Pacific and Middle East, President, Latin America, President, Europe, President, Greater China, General Counsel, Senior Vice President, Global Human Resources of the Company and Vice President, Investor Relations;

"EU IFRS"	as defined in paragraph 1 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"IASB IFRS"	as defined in paragraph 1 of the information of the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Issuance Mandate"	as defined in paragraphs 6 and 7 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Latest Practicable Date"	April 23, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
"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 2022 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 2022 Share Award Scheme on the grant date, which is based upon a percentage of such Participant's annual base salary;
"Luxembourg Companies Law"	the Luxembourg law of August 10, 1915, on commercial companies as amended from time to time;
"Option"	an option to subscribe for or acquire Shares which was granted under the 2012 Share Award Scheme or is granted under the 2022 Share Award Scheme;
"Participants"	individuals who participate in the 2022 Share Award Scheme, as defined in the rules of the 2022 Share Award Scheme;
"Peer Group"	as defined in paragraph 10 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"PRSU"	performance-based RSU;
"Relevant Period"	as defined in paragraph 6(e) of the notice of the Annual General Meeting;
"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) as at the Latest Practicable Date;
"Rights Issue"	as defined in paragraph 6(e) of the notice of the Annual General Meeting;
"RSU"	a restricted share unit, being a contingent right to receive Shares which is awarded under the 2022 Share Award Scheme;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time;
"Share(s)"	ordinary shares of US$0.01 each in the capital of the Company;

"Share Buy-back Mandate"	as defined in paragraphs 6 and 7 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Share Buyback Program"	as defined in paragraphs 6 and 7 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board;
"Shareholders"	holders of Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time;
"treasury shares"	has the meaning ascribed to it in the Listing Rules;
"TRSU"	time-based RSU;
"US$"	United States dollars, the lawful currency of the United States; and
"%"	per cent.

For the purposes of translating certain amounts denominated in HK$ to US$, an exchange rate of HK$1.00 = US$0.12853 has been applied. This exchange rate is for illustrative purposes only and such conversion shall not be construed as a representation that amounts in HK$ could be converted into US$ dollars at such rate.

SAMSONITE GROUP S.A.
新秀麗集團有限公司
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)

Executive Director:
Kyle Francis Gendreau *(Chief Executive Officer)*

Non-executive Director:
Timothy Charles Parker *(Chairman)*

Independent Non-executive Directors:
Claire Marie Bennett
Angela Iris Brav
Paul Kenneth Etchells
Jerome Squire Griffith
Tom Korbas
Glenn Robert Richter
Deborah Maria Thomas
Ying Yeh

Registered Office:
13–15 Avenue de la Liberté
L-1931
Luxembourg

Principal Place of Business in Hong Kong:
25/F, Tower 2, The Gateway
Harbour City, 25 Canton Road
Tsimshatsui, Kowloon
Hong Kong

April 30, 2025

To the Shareholders

Dear Sir/Madam,

(1) INFORMATION ON THE PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
(3) PROPOSED GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
(4) PROPOSED GRANT OF AWARD UNDER THE 2022 SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD
(5) NOTICE OF ANNUAL GENERAL MEETING

(1) INTRODUCTION

The purpose of this circular is to give notice of the Annual General Meeting and to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, including information required to be provided under the Listing Rules in relation to (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Buy-back Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares, respectively and (iii) the proposed grant of an Award of RSUs to the Chief Executive Officer of the Company under the 2022 Share Award Scheme which exceeds the 0.1% Individual Threshold.

(2) ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 34 to 40 of this circular.

The form of proxy for use at the Annual General Meeting is enclosed with this circular and is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (https://corporate.samsonite.com/en/home.html).

To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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 to the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the Annual General Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

(3) INFORMATION ON THE PROPOSED RESOLUTIONS AT THE ANNUAL GENERAL MEETING

Ordinary Resolutions:

1. Adoption of audited statutory accounts and consolidated financial statements of the Company and reports from the Directors and auditors for the year ended December 31, 2024

Under Luxembourg law, the Company is required to issue audited statutory accounts as a stand-alone entity which are separate from the consolidated financial statements, together with reports from the Directors and the approved statutory auditor (*réviseur d'entreprises agréé*).

Under Luxembourg law, the Company is also required to issue consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board ("**IASB IFRS**") with a footnote reconciling to International Financial Reporting Standards as adopted by the European Union ("**EU IFRS**"). There are no significant differences between these consolidated financial statements and the consolidated financial statements contained in the Company's annual report as required under the Listing Rules, although there are certain differences in the disclosures that are required as part of the Directors' report.

Together with this circular, Shareholders will receive copies of:

(a) the audited statutory accounts, including the Directors' report and approved statutory auditor's (*réviseur d'entreprises agréé*) report;

(b) the audited consolidated financial statements prepared in accordance with IASB IFRS with a footnote reconciling to EU IFRS, including the Directors' report and the related approved statutory auditor's (*réviseur d'entreprises agréé*) report;

(c) the audited consolidated financial statements prepared in accordance with IASB IFRS, including the related Directors' report and external auditor's report (which are included as part of the Company's annual report); and

(d) the report drawn up by the Board in accordance with Article 10.9 of the Articles of Incorporation relating to the conflict of interest of Mr. Kyle Francis Gendreau in relation to the proposal to be made to the Shareholders for approval of the 2025 RSU Grant to him under the 2022 Share Award Scheme, due to the fact that new Shares may be issued to him upon vesting of RSUs that may be granted to him (the "**Conflict of Interest Report**").

It is proposed that these statutory accounts and consolidated financial statements be adopted by the Shareholders.

2. Approval of the allocation of results of the Company for the year ended December 31, 2024 and declaration of dividend to Shareholders

It is proposed that the results of the Company on the audited statutory accounts for the year ended December 31, 2024, will be allocated as recommended to the Shareholders by the Board. The Board recommends allocating the results for the financial year ended December 31, 2024, being a net profit of US$237,399,333.01 as follows:

- an amount of US$1,462,217.80 to the legal reserve;
- an amount of US$150,000,000.00 as dividend (the "**Dividend Distribution**"); and
- the remaining amount of US$85,937,115.21 to the profit brought forward to the next financial year.

The proposed Dividend Distribution is subject to approval by the Shareholders at the Annual General Meeting.

The per share amount of the Dividend Distribution is subject to change in the event that (i) any new Shares are issued pursuant to the exercise of outstanding Options or the vesting of RSUs or (ii) any Shares are repurchased by the Company and are subsequently held in treasury, in either case before the record date for the Dividend Distribution.

The payment of the Dividend Distribution shall be made in US dollars, except that payment to Shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong dollars. The relevant exchange rate shall be the opening buying rate of HK$ to US$ as announced by the Hong Kong Association of Banks (www.hkab.org.hk) on the day of the approval of the Dividend Distribution.

The Dividend Distribution will be paid net of applicable Luxembourg withholding tax. The current rate of Luxembourg withholding tax to be applied to the Dividend Distribution is 15%. Shareholders should seek independent professional advice in relation to the procedures and timing for obtaining a refund of, or tax credit with respect to, Luxembourg withholding tax, if applicable.

It is proposed to delegate to the Board to fix the terms and conditions of the Dividend Distribution, including the payment date of such Dividend Distribution, which has been fixed on July 15, 2025.

3. Re-election of retiring Directors and acknowledgement of retirement of Directors

In accordance with the code provision B.2.2 as set out in Appendix C1 of the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In addition, in accordance with Article 8.1 of the Articles of Incorporation, the Directors shall be elected by Shareholders at a general meeting, which shall determine their number and term of office. The term of office of a Director shall be up to three years, upon the expiry of which each shall be eligible for re-election.

Accordingly, Mr. Timothy Charles Parker, Mr. Paul Kenneth Etchells, Ms. Claire Marie Bennett, Ms. Angela Iris Brav and Ms. Ying Yeh shall retire by rotation at the Annual General Meeting. Being eligible, Mr. Timothy Charles Parker, Ms. Claire Marie Bennett and Ms. Angela Iris Brav have offered themselves for re-election at the Annual General Meeting for a proposed term of three years expiring upon the holding of the annual general meeting of the Company to be held in 2028. The re-election of each of these Directors will be voted on by Shareholders individually at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and the Company's policy for the nomination of Directors as set forth in the Terms of Reference of the Nomination Committee, the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of Mr. Timothy Charles Parker, Ms. Claire Marie Bennett and Ms. Angela Iris Brav.

Mr. Paul Kenneth Etchells and Ms. Ying Yeh have not offered themselves for re-election at the Annual General Meeting and the Board wishes to acknowledge their retirement from the Board upon the expiry of the holding of the Annual General Meeting.

Mr. Etchells has been an independent non-executive Director of the Company since May 2011. He is also the chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee.

Ms. Yeh has been an independent non-executive Director of the Company since May 2011. She is also a member of the Audit Committee, Nomination Committee and Remuneration Committee.

Each of Mr. Etchells and Ms. Yeh has confirmed that there is no disagreement with the Board and there is no matter in relation to their retirement that needs to be brought to the attention of the Shareholders. The Board would like to express its gratitude to Mr. Etchells and Ms. Yeh for their valuable efforts and contributions to the Company during their tenures of office.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

4. Renewal of the mandate granted to KPMG Audit S.à r.l. to act as approved statutory auditor (réviseur d'entreprises agréé) of the Company for the year ending December 31, 2025, and authorization of the Board to fix the remuneration of the approved statutory auditor of the Company for the year ending December 31, 2025

It is proposed that the Shareholders renew the mandate of KPMG Audit S.à r.l. to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company under Luxembourg law for the year ending December 31, 2025, and authorize the Board (with authority for the Board to authorize the Audit Committee of the Board) to fix the remuneration of the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the year ending December 31, 2025.

5. Re-appointment of KPMG LLP as external auditor of the Company and authorization of the Board to fix the remuneration of the external auditor for the year ending December 31, 2025

In accordance with Rule 13.88 of the Listing Rules, it is proposed that the Shareholders 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 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 of the Company for the year ending December 31, 2025.

6. and 7. Proposed grant of general mandates to repurchase and issue Shares

At the annual general meeting of the Shareholders held on June 6, 2024, general mandates were granted to the Directors to issue and repurchase Shares, respectively. Such mandates will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Articles of Incorporation; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

(a) the granting of a general mandate (the "**Issuance Mandate**") to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares (which would include convertible bonds) within the limits of the authorized capital not exceeding 10% of the total number of issued Shares of the Company as of the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in paragraph 6 of the notice of the Annual General Meeting (i.e. a total of 138,306,408 Shares as of the Latest Practicable Date on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting), such Shares to be issued for cash or non-cash consideration at a discount of not more than 10% to the Benchmarked Price of the Shares; and

(b) the granting of a general mandate (the "**Share Buy-back Mandate**") to the Directors to purchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as of the date of passing of the proposed ordinary resolution (excluding treasury shares) contained in paragraph 7 of the notice of the Annual General Meeting (i.e. a total of

138,306,408 Shares as of the Latest Practicable Date on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting) within the limits referred to below.

Any reference to an allotment, issue, grant, offer or disposal of Shares pursuant to the Issuance Mandate shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules.

The Board is recommending the granting of the Issuance Mandate for a maximum of 10% of the total number of issued Shares of the Company as of the date of the passing of the proposed ordinary resolution (excluding treasury shares), and Shares issued for cash or non-cash consideration under the Issuance Mandate will be subject to a maximum discount of 10% to the Benchmarked Price of the Shares, as opposed to the maximum limit of 20% of the total number of issued Shares of the Company (excluding treasury shares) and the maximum discount of 20% to the Benchmarked Price of the Shares permitted under the Listing Rules.

In respect of the Issuance Mandate, the Board has no immediate plan to issue any new Shares pursuant thereto.

In order to comply with the provisions of Luxembourg Companies Law which requires, among others, any purchase of Shares by the Company to be, without prejudice to the principle of equal treatment of all Shareholders who are in the same position, within a specified price range approved by the Shareholders, it is proposed that the Board would only exercise the Share Buy-back Mandate to purchase any Shares within a price range of HK$5 and HK$40 per Share. In addition, in order to comply with the requirements of the Listing Rules, the maximum price at which the Company may purchase any Shares will not be higher by 5% or more than the average closing market price of the Shares on the Stock Exchange for the five trading days preceding the date of purchase of any such Shares. **The price range referred to above should not be taken as any indication by the Board as to their views on the price at which the Shares may be traded on the Stock Exchange in the future (which is subject to, among others, the performance of the Company and market and other conditions which are not within the control of the Company) but is provided simply to facilitate a possible purchase by the Company of the Shares on the Stock Exchange in compliance with the applicable laws and regulations.**

The Board notes that under Luxembourg Companies Law, the Company is permitted to elect to hold in treasury any Shares it repurchases and such treasury Shares may subsequently be sold for cash, transferred pursuant to an employees' share scheme or cancelled. Under the Listing Rules, any Shares purchased by the Company may be held as treasury Shares or cancelled. The Board further notes that under Luxembourg

Companies Law, any share cancellation and consecutive share capital decrease will require the holding of an extraordinary general meeting of the Shareholders to approve such cancellation and share capital decrease.

Accordingly, if the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) convene an extraordinary general meeting of the Shareholders to approve the cancellation and share capital decrease in compliance with the applicable laws and regulations and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Issuance Mandate and in accordance with the Listing Rules and Luxembourg Companies Law.

On June 7, 2024, the Company announced a share buyback program (the "**Share Buyback Program**") for the period commencing from June 7, 2024 and ending on the date of the Annual General Meeting to repurchase Shares for an aggregate consideration of up to US$200 million (excluding brokerage commissions and applicable fees). The Share Buyback Program was implemented pursuant to the share buy-back mandate granted by the Shareholders at the annual general meeting of the Company held on June 6, 2024. As of the Latest Practicable Date, the Company had repurchased a total of 79,301,100 Shares pursuant to the Share Buyback Program for an aggregate consideration of US$200,040,832 (excluding brokerage commissions and applicable fees). All of the Shares purchased by the Company are held in treasury.

Subject to the Share Buy-back Mandate being granted by the Shareholders at the Annual General Meeting, if the Board decides to implement a further share buyback program, details will be separately announced by the Company.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

8. Approval of the discharge granted to the Directors and KPMG Audit S.à r.l. for the exercise of their respective mandates during the year ended December 31, 2024

As required under Article 13.2 of the Articles of Incorporation and Article 461-7 of the Luxembourg Companies Law, it is proposed that the Shareholders approve by ordinary resolution the discharge to be granted to the Directors and the approved statutory auditor (*réviseur d'entreprises agréé)* of the Company for the exercise of their respective mandates during the year ended December 31, 2024.

9. Approval of the remuneration to be granted to certain Directors

Under Article 13.2 of the Articles of Incorporation, the Shareholders shall approve by ordinary resolution the remuneration to be granted to Directors.

It is proposed that the Shareholders approve the grant of the following remuneration to the Directors for the financial year ending December 31, 2025:

- Mr. Timothy Charles Parker in respect of his service as a non-executive Director and Chairman of the Board – US$500,000;

- Each of Ms. Claire Marie Bennett, Ms. Angela Iris Brav and Mr. Tom Korbas in respect of his/her service as a Director – US$145,000;

- Mr. Paul Kenneth Etchells in respect of his service as a Director and as the chairman of the Audit Committee of the Board from January 1, 2025 to June 3, 2025 (at the commencement of the Annual General Meeting) – US$61,178 and US$16,877, respectively (approximately pro-rated based on annual fees of US$145,000 and US$40,000, respectively);

- Ms. Ying Yeh in respect of her service as a Director from January 1, 2025 to June 3, 2025 (at the commencement of the Annual General Meeting) – US$61,178 (approximately pro-rated based on an annual fee of US$145,000);

- Mr. Jerome Squire Griffith in respect of his service as a Director and as the chairman of the Remuneration Committee of the Board – US$145,000 and US$20,000, respectively;

- Mr. Glenn Robert Richter in respect of his service as a Director from January 23, 2025 to December 31, 2025 and as the chairman of the Audit Committee of the Board from June 3, 2025 to December 31, 2025 – US$136,260 (approximately pro-rated based on an annual fee of US$145,000) and US$23,233 (approximately pro-rated based on an annual fee of US$40,000), respectively; and

- Ms. Deborah Maria Thomas in respect of her service as a Director from January 23, 2025 to December 31, 2025 – US$136,260 (approximately pro-rated based on an annual fee of US$145,000).

Recommendation in Relation to the Proposed Ordinary Resolutions Contained in Paragraphs 1 to 10 of the Notice of the Annual General Meeting

The Directors are of the view that the proposed ordinary resolutions contained in paragraphs 1 to 10 of the notice of the Annual General Meeting, including (i) the re-election of the retiring Directors and (ii) granting of the Issuance Mandate and the Share Buy-back Mandate, are in the interests of the Company and the Shareholders. **Accordingly, the Directors recommend the Shareholders to vote in favor of all of the above proposed ordinary resolutions at the Annual General Meeting.**

10. Proposed 2025 RSU Grant to Mr. Kyle Francis Gendreau

(a) Background

The Company is seeking the approval of Shareholders for the Award of RSUs to be granted in 2025 to Mr. Kyle Francis Gendreau, the Executive Director and Chief Executive Officer of the Company, as described below. Notwithstanding that such 2025 RSU Grant will be made pursuant to the 2022 Share Award Scheme and within the existing dilution limits under the Listing Rules and the 2022 Share Award Scheme require Shareholders' approval to be obtained as such grant would exceed the 0.1% Individual Threshold above which grants require Shareholders' approval under the Listing Rules.

The terms of the 2025 RSU Grant to Mr. Gendreau as described below are consistent with the terms of the Awards granted to Mr. Gendreau that were approved by Shareholders at the 2024 annual general meeting.

Overview of the LTIP

The LTIP is a critical component of the Group's compensation program for Equity-based LTIP Participants and other employees. By providing the opportunity for financial reward based on long-term Company performance and long-term growth in Share value, it aligns the interests of the Group's management with the interests of the Shareholders, fosters a long-term commitment to the Group and aids in the retention of Equity-based LTIP Participants and other managers in an industry in which the market for talent is highly competitive.

The Remuneration Committee's policy is for the LTIP to support the Company's need to recruit, retain and motivate management in a manner that is consistent with generally accepted market practice for international branded consumer goods companies. While the Company's Shares are listed on the Stock Exchange, its business operations are global and many of the companies with which the Company competes for management talent are based and listed in the United States of America. In evaluating the LTIP relative to market practice, the Remuneration Committee notes that 6 of the 10 Equity-based LTIP Participants, including the current Chief Executive Officer and Chief Financial Officer, are based in the United States of America, and the Company's joint corporate headquarters is located in the United States of America. In addition, the international companies that form part of the Company's Peer Group for the purpose of executive compensation benchmarking and LTIP design are also primarily companies that are based in and listed in the United States of America and were identified by the Remuneration Committee on the basis of comparable industry sectors, business operations with revenue, and market capitalization. The Remuneration Committee considers that in order to achieve the objectives of the LTIP – particularly with regard to recruitment and retention – it is appropriate to consider the LTIP in light of the practices of relevant international companies such as those in the Peer Group, which are primarily based in and listed in the United States of America, and with which the Company competes for talent both in the United States of America and internationally. Having reviewed the relevant executive compensation practices of the Company's Peer Group, the Remuneration Committee considers that the proposed 2025 RSU Grant to Mr. Gendreau as described in this circular is consistent with the relevant market practice.

Peer Group

The Peer Group for the purpose of the compensation of the Equity-based LTIP Participants (including the LTIP) currently comprises the following companies: Hanesbrands Inc., Under Armour, Inc., Skechers U.S.A., Inc., Carter's, Inc., Wolverine World Wide, Inc., G-III Apparel Group, Ltd., Columbia Sportswear Company, Steven Madden, Ltd., Deckers Outdoor Corporation, Prada S.p.A, Burberry Group plc, Hugo Boss AG, L'Occitane International S.A., Crocs, Inc., Ermenegildo Zegna N.V., Kontoor Brands, Inc., Levi Strauss & Co., and Ralph Lauren Corporation.

The table below highlights how the Company's compensation philosophy is reflected in the LTIP:

What the Company does	What the Company does not do
✔*Independent administration*: The 2022 Share Award Scheme is administered by the Remuneration Committee (the members of which are all independent non-executive Directors). No Directors involved in the administration of the 2022 Share Award Scheme are eligible to receive Awards.	✖*NED participation*: Non-executive Directors are not eligible to participate in the 2022 Share Award Scheme, meaning that no member of the Remuneration Committee is eligible to participate in the 2022 Share Award Scheme.

What the Company does	What the Company does not do
✔*Employee incentivization*: Equity-based LTIP Participants and other employees of the Company are eligible to participate in the 2022 Share Award Scheme.	✖*Dividends or dividend equivalents*: Dividends or other cash distributions to Participants do not accrue until Shares underlying vested awards have been issued or transferred to Participants. The 2012 Share Award Scheme and the 2022 Share Award Scheme do not provide for dividend equivalents.
✔*Managed dilution*: The Remuneration Committee actively manages the dilution resulting from LTIP awards to ensure levels of Equity Dilution are in-line with market expectations and the Company's Peer Group. In addition to the Scheme Mandate Limit of 5%, the Remuneration Committee's policy, adopted in 2018, is that annual dilution from LTIP awards will not exceed 1.25%. The Company may also utilize the Share Buy-back Mandate, an employee benefit trust, and/or other measures as appropriate to further mitigate the dilutive effect of the LTIP awards.	✖*Share recycling*: Shares withheld to account for tax liabilities or exercise price are not added back to the plan limit.
✔*Performance-based*: A significant portion (50% of target LTIP Value) of a Equity-based LTIP Participant's awards is subject to performance conditions.	✖*Reward for poor performance*: Vesting of performance-based awards is reduced, or such awards may not vest at all, if performance targets established by the Remuneration Committee are not met.
✔*Roll-over of awards on Change in Control*: Awards roll-over into equivalent awards in case of a change in control of the Company, unless roll-over of awards is not permitted under applicable laws or not agreed by the acquirer.	✖*Single-trigger*: Vesting of awards does not automatically accelerate as a result of a change in control of the Company alone, unless roll-over of awards is not permitted under applicable laws or not agreed by the acquirer.

What the Company does

✔*Double-trigger*: Following a change in control of the Company, the vesting of awards that have been rolled over will accelerate only upon involuntary termination of employment without cause or voluntary resignation for good reason, in each case within two years following the change in control.

✔*Long-term vesting*: Performance-based awards are subject to a three-year cliff vesting period. Time-based awards are subject to a three or four-year *pro rata* vesting period.

✔*Malus & clawback*: Malus and clawback provisions apply to performance-based awards granted to the CEO, CFO and certain other Equity-based LTIP Participants, to enable recoupment of performance-based equity compensation.

✔*Share ownership guidelines*: The Board has adopted share ownership guidelines applicable to the CEO, CFO and certain other Equity-based LTIP Participants.

What the Company does not do

✖*Acceleration upon termination*: Unvested awards will normally lapse upon termination of employment, other than in case of death or disability (except upon a double-trigger event following a change in control of the Company).

Historic LTIP implementation

During the years 2020 to 2022, in light of the challenges and uncertainties caused by the COVID-19 pandemic, the resulting impacts on the Company's share price, and the difficulty of setting meaningful and reliable financial performance goals applicable to performance-related long-term incentive awards during the COVID-19 pandemic, in lieu of market-priced share options or performance-based or time-based RSUs, the Company granted Options with an exercise price that represented a significant premium to the market price of the Shares at the time of grant. By setting an exercise price for those options at a premium to the market price of the Shares (being 30% in 2020, 20% in 2021 and 10% in 2022), the Company believes that it has created a meaningful performance condition that is directly tied to the successful creation of future shareholder value and which allows the option holders to participate in the long-term creation of value for the Shareholders. The grants in each year were consistent with the Remuneration Committee's previously announced policy that the maximum Equity Dilution from all awards granted in each calendar year will not exceed 1.25% of the Company's issued share capital.

During 2023 and 2024, LTIP Awards were made only to the Equity-based LTIP Participants and comprised 50% of PRSUs and 50% of TRSUs based on the grant date value, while the LTIP for other managers was in the form of cash-based awards under which the amounts payable may increase depending on Share price appreciation.

(b) Implementation of the LTIP in 2025

As in 2023 and 2024, it is intended that LTIP Awards during 2025 under the 2022 Share Award Scheme will only be made to the Equity-based LTIP Participants and the LTIP for other managers will be in the form of cash-based awards under which the amounts payable may increase depending on Share price appreciation.

In 2025, in line with the practices of the Company's Peer Group and relevant market practice, the LTIP awards for the Equity-based LTIP Participants will be comprised 50% of PRSUs and 50% of TRSUs based on the grant date value.

PRSUs

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 participants 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 by IASB IFRS 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 the level of achievement of the annual LTIP Adjusted EBITDA growth rate for each year included in the three-year performance period are set out below:

	Payout levels (% of shares underlying PRSUs)		
Level of achievement of annual LTIP Adjusted growth rate	**2025 against 2024 (1/3 weighting)**	**2026 against 2025 (1/3 weighting)**	**2027 against 2026 (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.

Because of the Stock Exchange's strict requirements with respect to the disclosure of forecasts of profits or losses, the Company (like other Hong Kong-listed companies) does not provide earnings guidance. For the same reason, the Company has not disclosed in this circular the LTIP Adjusted EBITDA growth rate targets because such targets are likely to be treated as forecasts. If such forecasts are disclosed by the Company prospectively, or before the end of the three-year performance period, the Company would need to comply with certain Listing Rules requirements, including disclosing the principal assumptions upon which the forecasts are made, obtaining a confirmation from its auditors that they have reviewed the accounting policies and calculations for the forecasts and making an appropriate announcement if, during the forecast period, an even occurs which, had it been known when the forecast was made, would have caused any of the assumptions to have been materially different. The Board considers that it is not in a position to make what would under the Listing Rules be considered to be a forecast of profits and losses covering the three-year performance period, and that it would be impracticable for the Company to comply with these requirements in respect of the LTIP Adjusted EBITDA growth rate targets. The Board also notes that there is a risk that Shareholders or potential investors in the Company may confuse such targets as the Company's earnings guidance, which they are not intended to be. The Company will, however, commit to retrospectively disclosing the LTIP Adjusted EBITDA growth targets in the Company's annual report following the end of the three-year performance period.

TRSUs

TRSUs will vest pro rata over a three-year period on each anniversary of the grant date. TRSUs aid in the retention of Participants since the Shares will vest over a period of time. Long-term performance is incentivized, and the interests of the Equity-based LTIP Participants and Shareholders are aligned, as the value of the TRSUs depends on the market value of the Company's Shares and the shares underlying TRSUs help the relevant Equity-based LTIP Participants to meet their applicable share ownership levels under the Company's Share Ownership Guidelines.

(c) Elements of Management Compensation Approach

The Company's approach to the annual compensation packages for its Equity-based LTIP Participants is to provide a balanced mix of compensation elements that includes the following: (i) base salary, (ii) short-term cash incentive in the form of an annual bonus based on annual financial targets, and (iii) long-term equity-based incentive awards under the LTIP, including PRSUs and TRSUs. The allocation of compensation between these elements for each of the Equity-based LTIP Participants is determined by the Remuneration Committee on an annual basis, taking into account advice from the Company's independent compensation consultant, which advice includes benchmarking against the Company's Peer Group. Target annual bonus and target LTIP value are based on a percentage of each individual's base salary.

The allocations of these compensation elements for the Equity-based LTIP Participants are currently as follows:

- Chief Executive Officer: target annual bonus of 150% of base salary, and target LTIP value of 500% of base salary;

- Chief Financial Officer: target annual bonus of 100% of base salary, and target LTIP value of 200% of base salary; and

- Other Equity-based LTIP Participants: target annual bonus of between 40% to 75% of base salary, and target LTIP value of between 70% to 150% of base salary.

Accordingly, the target LTIP value for the Equity-based LTIP Participants represents between approximately 33% and 67% of each such Equity-based LTIP Participant's total target annual compensation. Taking into account PRSUs and target annual bonus, the performance-based elements of the Equity-based LTIP Participants' compensation represents between approximately 36% and 53% of the Equity-based LTIP Participants' total target annual compensation. This illustrates the Remuneration Committee's and the Company's emphasis on pay-for-performance for the Equity-based LTIP Participants.

(d) Proposed 2025 RSU Grant to Mr. Kyle Francis Gendreau

Consistent with the annual compensation for the previous financial years, an LTIP Award consisting of RSUs to Mr. Gendreau is proposed to be approved by Shareholders at the Annual General Meeting. If approved by the Shareholders, the grant is expected to be made as soon as practicable following the Annual General Meeting.

The aggregate target LTIP Value of the 2025 RSU Grant proposed to be granted to Mr. Gendreau in 2025 is US$7,316,350, which is based on 500% of his base salary of US$1,463,270 for the year 2025 (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 tables below set out the grant date value of, and the potential number of Shares underlying, the proposed 2025 RSU Grant to Mr. Gendreau. The numbers of Shares set out below have been calculated for illustrative purposes only based on a per Share price of HK$13.12, the lowest closing market price of a Share during the period that began on April 10, 2024 and ended on the Latest Practicable Date.

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, provided that the maximum number of Shares underlying the RSUs to be granted to Mr. Gendreau in 2025 will be 7,762,266 Shares.

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 2025 RSU Grant will depend on the Share price at the time of vesting of the RSUs.

Grant date value of TRSUs	**Grant date value of PRSUs** *(US$)*			**Total target LTIP Value at grant date**
	Threshold	**Target**	**Maximum**	
(US$)				*(US$)*
3,658,175	914,544	3,658,175	7,316,350	7,316,350

Illustrative number of Shares underlying TRSUs and % of issued share capital (excluding treasury shares) as of Latest Practicable Date	Illustrative number of Shares underlying PRSUs and % of issued share capital (excluding treasury shares) as of Latest Practicable Date			Total illustrative number of Shares underlying maximum LTIP Award and % of issued share capital (excluding treasury shares) as of Latest Practicable Date
	Threshold	Target	Maximum	
2,169,333 (0.16%)	542,333 (0.04%)	2,169,333 (0.16%)	4,338,665 (0.31%)	6,507,998 (0.47%)

Notes:

(1) TRSUs vest equally over a three-year period.

(2) PRSUs cliff vest three years following grant based on achievement of performance conditions. Further details on performance conditions for 2025 PRSUs are described in "– (b) Implementation of the LTIP in 2025" above.

The Company's malus and clawback policy will apply to the PRSUs included within the proposed 2025 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 provided in the 2022 Share Award Scheme, the 2025 RSU Grant does not carry any right to vote at general meetings of the Company, or any dividend, transfer or other rights (including those arising on the winding-up of the Company).

It is expected that the RSU grants to all Participants (including Mr. Gendreau and the other Equity-based LTIP Participants) under the 2022 Share Award Scheme in 2025 will result in an Equity Dilution level of not more than approximately 0.62% to 0.68% (assuming target level vesting of PRSUs) and approximately 0.93% to 1.01% (assuming maximum level vesting of PRSUs). The expected Equity Dilution levels have been calculated for illustrative purposes only based on a per Share price of HK$14.24 and HK$13.12, being the closing market price of a Share on the Latest Practicable Date and the lowest closing market price of a Share during the period that began on April 10, 2024 and ended on the Latest Practicable Date, respectively.

The exact number of Shares underlying the RSUs granted to all Participants (including Mr. Gendreau and the other Equity-based LTIP Participants) will be determined by dividing the aggregate target LTIP Value of such 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, provided that the maximum number of Shares underlying the RSUs to be granted to all Participants (including Mr. Gendreau and the other Equity-based LTIP Participants) in 2025 will be 16,739,846 Shares.

As of the Latest Practicable Date, assuming the maximum 7,762,266 Shares underlying the proposed 2025 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 48,941,535 Shares.

Reasons and Benefits of the 2025 RSU Grant to Mr. Gendreau

The Company's practice is to incentivize, reward and retain Equity-based LTIP Participants by providing annual compensation packages. The 2025 RSU Grant forms part of Mr. Gendreau's annual compensation package and 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 Equity-based LTIP Participants 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.

The following table sets out a breakdown of the various compensation elements for Mr. Gendreau in 2025 assuming the 2025 RSU Grant to Mr. Gendreau is approved by the Shareholders at the Annual General Meeting:

Year	Salary	Approximate Allowances and other benefits in kind	Target Bonus	Total target LTIP Value granted during year	Approximate Contributions to post-employment plans	Total
	(US$)	*(US$)*	*(US$)*	*(US$)*	*(US$)*	*(US$)*
2025(1)	1,463,270(2)	48,000	2,194,905	7,316,350	29,500	11,052,025

Notes:

(1) The 2025 figures are prospective amounts consisting of: base salary, estimated allowances and other benefits in kind, target bonus opportunity (150% of salary), total target LTIP value (500% of salary) based on the grant date fair market value of Shares assuming target-level achievement of performance conditions applicable to PRSUs, and estimated contributions to post-employment plans.

(2) Annual base salary in effect from March 30, 2025.

(e) 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 any grant of options) to a director (other than an independent non-executive director) or chief executive 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 (excluding treasury shares).

As the total number of Shares issued and to be issued to Mr. Gendreau pursuant to the 2025 RSU Grant in the 12-month period up to April 10, 2025 (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 grant) would exceed the 0.1% Individual Threshold referred to above, the 2025 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 contained in paragraph 11 of the notice of the Annual General Meeting to approve the 2025 RSU Grant to Mr. Gendreau.

Due to the interests of Mr. Gendreau in the RSU grant, Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of the RSU grant to himself. Save as disclosed above, none of the other Directors had any interest in the RSU grant and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the RSU Grant.

(f) Listing Approval

The Listing Committee of the Stock Exchange has previously granted its approval for the listing of, and permission to deal in, new Shares which may be issued pursuant to the exercise or vesting of Awards which may be granted under the 2022 Share Award Scheme.

(g) Recommendation

The Directors (other than Mr. Gendreau but including the independent non-executive Directors) are of the view that the proposed ordinary resolution contained in paragraph 11 of the notice of the Annual General Meeting relating to the 2025 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 this proposed ordinary resolution at the Annual General Meeting.**

(4) ADDITIONAL INFORMATION

With a heritage dating back to 1910, 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*®, *Lipault*® and *Hartmann*® brand names as well as other owned and licensed brand names.

Pursuant to the Listing Rules and Article 13.5 of the Articles of Incorporation, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Your attention is drawn to the additional information set out in Appendices I to II to this circular.

Yours faithfully,
For and on behalf of the Board
Timothy Charles Parker
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) TIMOTHY CHARLES PARKER

Mr. Timothy Charles Parker, aged 69, has served as the Chairman of the Board since the Company was incorporated in March 2011. Mr. Parker previously served as the non-executive Chairman of the consolidated group from November 2008 to January 2009, as Chairman and Chief Executive Officer of the consolidated group from January 2009 through September 2014, and as non-executive Chairman since October 1, 2014. Mr. Parker was previously the chief executive of The Automobile Association (2004 to 2007), the car-repair firm Kwik-Fit (2002 to 2004), the shoemaker Clarks (1997 to 2002) and Kenwood Appliances (1989 to 1995). Mr. Parker is currently a director of Archive Investments Ltd. and Chairman of British Pathé Limited. Mr. Parker previously served as Chairman of the Board of HM Courts and Tribunals Service from April 2018 until December 2022, as Chairman of Post Office Limited from October 2015 until September 2022, and as Chairman of the National Trust, a U.K. Charitable Organization, from November 2014 until October 2021. He has also previously held non-executive directorships with Alliance Boots, Compass and Legal and General and was a member of the U.K. Advisors Board of CVC Capital Partners. Mr. Parker also previously advised ministers and senior civil servants on nationalized industry policy in his capacity as an economist at the British Treasury (1977 to 1979). Mr. Parker holds a MA in Philosophy, Politics and Economics from the University of Oxford and a Master's in Business Studies from London Graduate School of Business Studies.

Mr. Parker is subject to re-election at the Annual General Meeting in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2028.

Save as disclosed, Mr. Parker does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As of the Latest Practicable Date, Mr. Parker has a personal interest in 58,824,029 Shares or underlying Shares in the Company within the meaning of Part XV of the SFO, comprised of 26,873,466 Shares held by Mr. Parker as beneficial and registered owner, 2,538,549 Shares held by Mr. Parker as beneficial owner and 29,412,014 Shares held by his spouse, Ms. Therese Charlotte Christiaan Marie Parker, as beneficial and registered owner. Mr. Parker is deemed by virtue of the SFO to be interested in the Shares held by Ms. Parker.

Mr. Parker received a Director's fee amounting to US$500,000 for the year ended December 31, 2024 for his services as non-executive Director and Chairman of the Board. The emoluments of Mr. Parker are determined with reference to his duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. His emoluments are covered by the letter of appointment issued by the Company dated October 1, 2014.

Save for the information disclosed above, there is no information which is discloseable nor is/was Mr. Parker involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Parker that need to be brought to the attention of the Shareholders.

(2) CLAIRE MARIE BENNETT

Ms. Claire Marie Bennett, aged 59, has served as an Independent Non-Executive Director of the Company since June 2022. She served as Global Chief Customer Officer of InterContinental Hotels Group PLC ("**IHG**"), a global hospitality company listed on the London Stock Exchange and the New York Stock Exchange, from October 2020 to April 2024, and as Global Chief Marketing Officer of IHG from October 2017 to October 2020. Prior to joining IHG, Ms. Bennett spent 11 years at The American Express Company, a New York Stock Exchange listed credit card services company, in a range of senior leadership roles including General Manager, Global Travel and Lifestyle (2013 to 2017), Executive Vice President and General Manager, Consumer Loyalty (2012 to 2013), Senior Vice President and General Manager, U.S. Consumer Travel (2009 to 2012) and Senior Vice President, Global Brand Management (2006 to 2009). Ms. Bennett also held various marketing and finance positions at Dell Computer Corporation and Quaker Oats Company (PepsiCo). Ms. Bennett has served on the board of directors of AutoNation, Inc., a U.S.-based automotive retailer listed on the New York Stock Exchange, since July 2024, previously served as a non-executive director of Tumi Holdings, Inc. from 2013 to 2016 and has served on various industry advisory boards. Ms. Bennett holds a BS in Accounting from Indiana University, Bloomington and an MBA from the J.L. Kellogg Graduate School of Management at Northwestern University.

Ms. Bennett is subject to re-election at the Annual General Meeting in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2028.

Save as disclosed, Ms. Bennett does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As of the Latest Practicable Date, Ms. Bennett does not have any interest in the Shares or underlying Shares in the Company nor any associated corporation of the Company within the meaning of Part XV of the SFO.

Ms. Bennett received a Director's fee amounting to US$145,000 for the year ended December 31, 2024, as an Independent Non-executive Director of the Company. Ms. Bennett's emoluments are determined by reference to her duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. Her emoluments are covered by the letter of appointment issued by the Company dated June 2, 2022.

Save for the information disclosed above, there is no information which is discloseable nor is/was Ms. Bennett involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Bennett that need to be brought to the attention of the Shareholders.

(3) ANGELA IRIS BRAV

Ms. Angela Iris Brav, aged 62, has served as an Independent Non-Executive Director of the Company since June 2022. She served as President, International of Hertz Global Holdings, Inc., a Nasdaq-listed global rental car company, from November 2019 until April 2022. Prior to joining Hertz, Ms. Brav was Principal and Owner at AB Consulting & Advisors, a hospitality and entrepreneurial consulting firm she founded in January 2018. From August 2011 until December 2017, Ms. Brav served as Chief Executive Officer, European Region for IHG, a global hospitality company listed on the London Stock Exchange and the New York Stock Exchange. Ms. Brav served as Chief Operating Officer for the Americas region of IHG from August 2009 until July 2011. She was previously a senior executive in various operational and strategic roles at IHG. Ms. Brav previously served as a non-executive director of U.K.-based Mothercare, Plc, and is a member of the Board of Trustees of Flagler College and the board of directors of the Polish American Freedom Foundation. Ms. Brav holds a BBA in Business Management from Baker College.

Ms. Brav is subject to re-election at the Annual General Meeting in accordance with the Articles of Incorporation for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2028.

Save as disclosed, Ms. Brav does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

As of the Latest Practicable Date, Ms. Brav does not have any interest in the Shares or underlying Shares in the Company nor any associated corporation of the Company within the meaning of Part XV of the SFO.

Ms. Brav received a Director's fee amounting to US$145,000 for the year ended December 31, 2024, as an Independent Non-executive Director of the Company. Ms. Brav's emoluments are determined by reference to her duties and responsibilities with the Company and the Company's remuneration policy and are subject to review by the Remuneration Committee from time to time. Her emoluments are covered by the letter of appointment issued by the Company dated June 2, 2022.

Save for the information disclosed above, there is no information which is discloseable nor is/was Ms. Brav involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms. Brav that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As of the Latest Practicable Date, the issued share capital of the Company comprised 1,462,365,183 Shares (out of which 79,301,100 Shares were held as treasury shares).

Subject to the passing of the ordinary resolution set out in paragraph 7 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting to be held on June 3, 2025, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 138,306,408 Shares, representing 10% of the total number of Shares in issue as of the date of the Annual General Meeting (excluding treasury shares) within the limits referred to in paragraphs 6 and 7 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board.

As stated in paragraphs 6 and 7 of the information on the proposed resolutions at the Annual General Meeting in the Letter from the Board, if the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) convene an extraordinary general meeting of the Shareholders to approve the cancellation and share capital decrease in compliance with the applicable laws and regulations and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company would give clear written instructions to its share registrar and the relevant broker to update the record to clearly identify those repurchased Shares held in CCASS as treasury shares.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Share buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

Shares buy-back must be funded out of funds legally available for the purpose in accordance with the Articles of Incorporation and the Listing Rules and the applicable laws of Luxembourg. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, any buy-back by the Company may be made out of the Company's funds which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of Shares made for the purpose of the buy-back. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of the funds which would otherwise be available for dividend or distribution or from sums standing to the credit of the Company's share premium account.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2024) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest	Lowest
	HK$	*HK$*
April 2024	30.70	26.30
May 2024	29.45	24.75
June 2024	25.55	23.05
July 2024	23.65	19.70
August 2024	23.20	18.04
September 2024	22.10	16.78
October 2024	21.95	17.86
November 2024	21.30	17.12
December 2024	22.80	20.40
January, 2025	23.45	20.75
February 2025	23.70	20.60
March 2025	21.95	18.10
April 2025 (*up to the Latest Practicable Date)*	18.46	12.76

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Luxembourg.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company intends to hold any Shares which it repurchases under the Share Buy-back Mandate in treasury.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company and taking into consideration the interests of the substantial shareholders of the Company (as defined in the Listing Rules) in the voting rights of the Company as of the Latest Practicable Date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Buy-back Mandate. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, under the share buy-back mandate granted by the Shareholders, the Company repurchased a total of 49,334,100 Shares on market ranging from HK$18.68 to HK$22.59 per Share representing approximately 3.37% of the then issued Shares for a consideration (excluding brokerage commissions and applicable fees) of approximately US$128,142,339 (equivalent to approximately HK$996,983,886) (excluding brokerage commissions and applicable fees). All of the Shares repurchased by the Company are held in treasury.

Details of Shares repurchased are as follows:

Month	Number of Shares repurchased	Purchase price per Share		Aggregate Consideration
		Highest	Lowest	
		HK$	*HK$*	*HK$*
October 2024	10,280,400	20.91	19.91	210,363,978
November 2024	9,152,100	19.21	18.68	169,332,527
December 2024	13,210,800	21.76	21.18	284,859,102
January 2025	4,164,900	22.59	21.91	93,379,986
February 2025	–	–	–	–
March 2025	12,525,900	19.23	18.78	239,048,292
April 2025 (until the Latest Practicable Date)	–	–	–	–

Save as disclosed above, no repurchase of Shares have been made by the Company in the last six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SAMSONITE GROUP S.A.

新秀麗集團有限公司

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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting (the "**Annual General Meeting**") of Samsonite Group S.A. (the "**Company**") will 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 Tuesday, June 3, 2025, at 10:00 a.m. (CET)/4:00 p.m. (Hong Kong time) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

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, 2024.

2. To approve the allocation of the results of the Company for the year ended December 31, 2024, among which a dividend distribution to shareholders of the Company in an aggregate amount of US$150,000,000.

3. To re-elect the following retiring Directors for a period of three years expiring upon the holding of the annual general meeting of the Company to be held in 2028:

   (i) Mr. Timothy Charles Parker;

   (ii) Ms. Claire Marie Bennett; and

   (iii) Ms. Angela Iris Brav.

4. To renew the mandate granted to KPMG Audit S.à r.l. to act as approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the year ending December 31, 2025, 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, 2025.

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 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, 2025.

6. "**THAT:**

(a) subject to paragraphs 6(c) and 6(d) below, a general mandate be and is hereby generally and unconditionally given to the Directors to allot, issue and deal with additional shares in the capital of the Company ("**Shares**") or securities convertible into Shares (which would include convertible bonds) or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

(b) the mandate in paragraph 6(a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below); or

(ii) the exercise of any options or awards under the 2012 Share Award Scheme or the 2022 Share Award Scheme or any other share award schemes of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares of the Company; or

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of incorporation of the Company; or

(iv) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 10 per cent. of the total number of the issued Shares of the Company as of the date of the passing of this resolution (excluding treasury shares) and the said mandate shall be limited accordingly;

(d) the mandate in paragraph 6(a) above shall authorize the Directors to allot and issue, or agree conditionally or unconditionally to allot and issue, Shares or securities convertible with Shares for cash or non-cash consideration, provided that the relevant price for securities issued for cash or non-cash consideration shall not represent a discount of more than 10 per cent. to the Benchmarked Price (as defined below) of the Shares; and

(e) for the purposes of this resolution:

(1) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Incorporation of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

(2) "**Benchmarked Price**" means the higher of:

(i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and

(ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of:

(A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;

(B) the date of the agreement involving the proposed issue of securities; and

(C) the date on which the subscription price for the securities is fixed.

(3) "**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

(4) Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations."

7. "**THAT:**

(a) subject to paragraph 7(b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph 6(e) above) all the powers of the Company to purchase its Shares in accordance with all applicable law, rules and regulations; and

(b) (i) the total number of Shares of the Company to be purchased pursuant to the mandate in paragraph 7(a) above shall not exceed 10 per cent. of the total number of the issued Shares of the Company as of the date of passing of this resolution (excluding treasury shares) and (ii) the price at which any Shares of the Company may be purchased shall be within the range of HK$5 and HK$40 per Share and shall not be higher by five per cent. or more than the average closing market price of the Shares on The Stock Exchange of Hong Kong Limited for the five trading days preceding the date of purchase of any such Shares by the Company, and the said mandate shall be limited accordingly."

8. To approve the discharge granted to the Directors for the exercise of their mandates during the year ended December 31, 2024.

9. To approve the discharge granted to the approved statutory auditor (*réviseur d'entreprises agréé*) of the Company for the exercise of its mandate during the year ended December 31, 2024.

10. To approve the remuneration to be granted to certain Directors.

11. "**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 7,762,266 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."

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

Luxembourg, April 30, 2025

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. 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.

3. Any shareholder of the Company whose ownership is either recorded through the Central Clearing and Settlement System ("**CCASS**") or maintained with a licensed securities dealer (i.e. not directly recorded in his/her/its own name in the register of members of the Company) shall only be entitled to vote by providing his/her/its instructions to vote to HKSCC Nominees Limited either directly as a CCASS Participant or through its licensed securities dealer and the relevant financial intermediaries.

4. In order to be valid, the 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 (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, May 28, 2025 to Tuesday, June 3, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, May 27, 2025 (Hong Kong Time).

6. For determining the entitlement to the proposed dividend distribution, the register of members of the Company will be closed from Monday, June 9, 2025 to Wednesday, June 11, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be entitled to receive the proposed dividend distribution, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's registered office at 13–15 Avenue de la Liberté, L-1931 Luxembourg or with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, June 6, 2025 (Hong Kong Time).

7. In order to comply with its legal obligations under relevant laws (including, without limitation, the Luxembourg law dated August 10, 1915 on commercial companies as amended, the Luxembourg law dated November 12, 2004 on the fight against money laundering and terrorist financing as amended, any Luxembourg law implementing the Directive (EU) 2015/849 of the European Parliament and of the Council of May 20, 2015 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing as amended), the Company shall collect (or has collected) and process (or has processed) your personal data as shareholder of the Company.

   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.