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**SAMSONITE GROUP S.A.**

**新秀丽集團有限公司**

*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) PROPOSED GRANTS OF AWARDS UNDER  
THE SHARE AWARD SCHEME  
WHICH WILL EXCEED THE 0.1% INDIVIDUAL THRESHOLD  
(2) PROPOSED AMENDMENTS TO SHARE AWARD SCHEME  
(3) PROPOSED RENEWAL OF DUAL LISTING ISSUANCE MANDATE**

The Remuneration Committee (with the approval of the Independent Non-Executive Directors) has proposed the grants of RSUs to be made to the Chief Executive Officer of the Company under the Share Award Scheme which will exceed the 0.1% Individual Threshold. It will be proposed that the Shareholders consider and, if thought fit, approve such proposed grants at the Annual General Meeting to be convened on June 4, 2026.

The Company also proposes to seek the approval of the Shareholders at the Annual General Meeting for certain amendments to the Share Award Scheme in connection with the potential dual listing, with such amendments to become effective conditional upon and subject to the effectiveness of the potential dual listing.

As the dual listing issuance mandate granted to the Directors to issue new Shares in connection with the potential dual listing of the Shares (in the form of ADSs) on a U.S. stock exchange is valid until the conclusion of the Annual General Meeting and in light of current global market and other conditions which makes it uncertain whether the potential dual listing could be completed on or before the Annual General Meeting, the Company will also be seeking the approval of the Shareholders at the Annual General Meeting for a renewal of such mandate on the same terms as the existing mandate. The renewed mandate (if approved by Shareholders) will be valid until the earlier of (i) the completion of the potential dual listing (where it will automatically terminate) and (ii) conclusion of the annual general meeting to be held in 2027.

## **1. PROPOSED GRANT OF AWARD UNDER THE SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD – 2026 ANNUAL RSU GRANT**

On April 10, 2026, the Remuneration Committee (with the approval of the Independent Non-Executive Directors) proposed the grants of RSUs to be made to the Chief Executive Officer of the Company under the Share Award Scheme.

### **(a) Proposed 2026 Annual RSU Grant to Mr. Kyle Francis Gendreau**

The Remuneration Committee has proposed the following grant of RSUs to be made to Mr. Kyle Francis Gendreau, the Executive Director and Chief Executive Officer of the Company, pursuant to the Share Award Scheme (the “**2026 Annual RSU Grant**”). If approved by the Shareholders, the grant is expected to be made as soon as practicable following the Annual General Meeting to be convened on June 4, 2026.

The aggregate target LTIP Value of the 2026 Annual RSU Grant proposed to be granted to Mr. Gendreau is US\$7,535,838, which is based on 500% of his base salary of US\$1,507,168 for the year 2026 (of which 50% of the target LTIP Value will be in the form of PRSUs and 50% will be in the form of TRSUs).

The table below sets out the number of Shares underlying the 2026 Annual RSU Grant to Mr. Gendreau. The maximum numbers of Shares set out below have been calculated based on a per Share price of HK\$13.12, being the lowest closing market price of a Share during the period that began on April 1, 2025 and ended on April 9, 2026. The closing market price of a Share on April 9, 2026 (being the last trading day prior to April 10, 2026, the date on which the Remuneration Committee proposed that the 2026 Annual RSU Grant be made to Mr. Gendreau) was HK\$15.45.

The exact number of Shares underlying the RSUs 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 2026 Annual RSU Grant to Mr. Gendreau will be 6,754,210 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 2026 Annual RSU Grant will depend on the Share price at the time of vesting of the RSUs.

Illustrative number of Shares underlying TRSUs and % of issued share capital (excluding treasury shares) as of the date of this announcement	Illustrative number of Shares underlying PRSUs and % of issued share capital (excluding treasury shares) as of the date of this announcement			Total illustrative number of Shares underlying maximum LTIP Award and % of issued share capital (excluding treasury shares) as of the date of this announcement
	Threshold	Target	Maximum	
	2,251,404 (0.16%)	562,851 (0.04%)	2,251,403 (0.16%)	

*Notes:*

- (1) TRSUs vest in equal annual instalments over a three-year period following the date of grant.
- (2) PRSUs cliff vest three years following grant based on achievement of performance conditions.

PRSUs will cliff vest three years after the grant date based on achievement of pre-established performance goals determined by reference to the Group's annual LTIP Adjusted EBITDA growth rate targets and net sales 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 equity-based LTIP Participants to be achievable in order to create appropriate incentives. The annual LTIP Adjusted EBITDA growth rate target (70% weighting) and the annual LTIP Sales growth rate target (30% weighting) 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 or the LTIP Sales 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 or LTIP Sales):

- 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 or LTIP Sales 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;
- unusual and infrequently occurring items as defined by IASB IFRS and any other unusual and exceptional events outside the ordinary course of business; and
- changes to the financial reporting standards used by the Company from IFRS to US GAAP and any resulting impact on calculation of the LTIP Adjusted EBITDA or LTIP Sales,

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

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

***LTIP Adjusted EBITDA (70% weighting)***

<b>Level of achievement of annual LTIP Adjusted growth rate</b>	<b><u>Payout levels (% of shares underlying PRSUs)</u></b>		
	<b><u>2026 against 2025 (1/3 weighting)</u></b>	<b><u>2027 against 2026 (1/3 weighting)</u></b>	<b><u>2028 against 2027 (1/3 weighting)</u></b>
<b>Maximum</b>	200%	200%	200%
<b>Target</b>	100%	100%	100%
<b>Threshold</b>	25%	25%	25%
<b>Below Threshold</b>	0%	0%	0%

### ***LTIP Sales (30% weighting)***

<b>Level of achievement of annual LTIP Sales growth rate</b>	<b>Payout levels (% of shares underlying PRSUs)</b>		
	<b>2026 against 2025 (1/3 weighting)</b>	<b>2027 against 2026 (1/3 weighting)</b>	<b>2028 against 2027 (1/3 weighting)</b>
<b>Maximum</b>	200%	200%	200%
<b>Target</b>	100%	100%	100%
<b>Threshold</b>	25%	25%	25%
<b>Below Threshold</b>	0%	0%	0%

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

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

The Company's malus and clawback policy will apply to the PRSUs included within the 2026 Annual 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 Share Award Scheme, the 2026 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).

#### **(b) Benefits to the Company and Shareholders of the 2026 Annual RSU Grant**

The Company's practice is to incentivize, reward and retain equity-based LTIP Participants by providing annual compensation packages. The 2026 Annual 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.

## **2. PROPOSED GRANT OF AWARD UNDER THE SHARE AWARD SCHEME WHICH EXCEEDS THE 0.1% INDIVIDUAL THRESHOLD – SPECIAL TRSU GRANT**

### **(a) Proposed Special TRSU Grant to Mr. Kyle Francis Gendreau**

The Remuneration Committee has proposed that a special, one-time grant of TRSUs (the “**Special TRSU Grant**”) be made to Mr. Gendreau as detailed below. The Remuneration Committee believes that Mr. Gendreau and the Company’s senior managers have demonstrated strong and effective leadership while successfully navigating the Company’s business through challenging macro-economic conditions in recent years. As the Company executes its strategic priorities to drive profitable growth and pursues a potential dual listing of the Shares in the United States, the Remuneration Committee has determined that it is in the best interest of the Company and the Shareholders to incentivize the long-term retention of Mr. Gendreau through the Special TRSU Grant. The Special TRSU Grant is one-time in nature and is not a component of the Company’s annual executive compensation program. If approved by the Shareholders, the Special TRSU Grant is expected to be made to Mr. Gendreau as soon as practicable following the Annual General Meeting to be convened on June 4, 2026.

The TRSUs granted in connection with the Special TRSU Grant will be eligible to vest in equal annual instalments over a four year period following the date of grant.

The LTIP Value of the Special TRSU Grant proposed to be granted to Mr. Gendreau is US\$4,755,626, which is based on approximately 315% of his base salary of US\$1,507,168. 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 1, 2025 and ended on April 9, 2026, the TRSUs are expected to represent 2,841,580 Shares. The exact number of Shares underlying the Special TRSU Grant to Mr. Gendreau will be determined by dividing the LTIP Value of the Special TRSU Grant 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 Special TRSU Grant to Mr. Gendreau will be 2,841,580 Shares.

As provided in the Share Award Scheme, the Special TRSU 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).

## **(b) Benefits to the Company and the Shareholders of the Special TRSU Grant**

The Special TRSU Grant is intended to incentivize Mr. Gendreau's retention as the Chief Executive Officer of the Company during the execution of the potential dual listing, which is viewed as a transformative step for the Company. The potential dual listing is expected to expand the Company's shareholder base and provide enhanced access to the Company's shares for investors. In designing the Special TRSU Grant, the Remuneration Committee took into account advice from the Company's independent compensation consultant and considered in particular challenges associated with retention pressures from a high quality leadership team that has demonstrated ability to manage the complexities of the Company's business in the midst of a turbulent economic environment. Maintaining management continuity has also become increasingly important in light of recent senior leadership changes at the Company. The Remuneration Committee has determined that a four year vesting period, rather than the usual three year vesting period applicable to annual LTIP Awards, is appropriate to support retention over a longer term vesting period. The LTIP value of the Special TRSU Grant has been set at a level that, upon the independent compensation consultant's advice, the Remuneration Committee has determined is reasonable, fair and competitive in serving its incentivization and retentive purposes.

The Remuneration Committee also intends to make exceptional one-off grants of TRSUs to incentivize the retention of other senior managers who, along with Mr. Gendreau, have been and will continue to be instrumental to the Company's success. Details of such grants will be announced when such grants have been made.

## **3. LISTING RULES IMPLICATIONS**

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

As the total number of Shares issued and to be issued to Mr. Gendreau pursuant to the 2026 Annual RSU Grant and the Special TRSU Grant in the 12-month period up to April 10, 2026 (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 2026 Annual RSU Grant and the Special TRSU Grant to Mr. Gendreau) would exceed the 0.1% Individual Threshold referred to above, the 2026 Annual RSU Grant and the Special TRSU Grant are 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 resolutions contained in the notice of the Annual General Meeting to approve the 2026 Annual RSU Grant and the Special TRSU Grant to Mr. Gendreau.

Due to the interests of Mr. Gendreau in the 2026 Annual RSU Grant and the Special TRSU Grant, Mr. Gendreau abstained from voting on the relevant resolutions of the Board in respect of 2026 Annual RSU Grant and the Special TRSU Grant to himself. Save as disclosed above, none of the other Directors had any interest in the 2026 Annual RSU Grant and the Special TRSU Grant and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of such grants.

As of the date of this announcement, assuming the maximum 6,754,210 Shares underlying the 2026 Annual RSU Grant and the maximum 2,841,580 Shares underlying the Special TRSU 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 38,056,223 Shares.

#### **4. RECOMMENDATION**

The Directors (other than Mr. Gendreau but including the Independent Non-Executive Directors) are of the view that the 2026 Annual RSU Grant and the Special TRSU Grant to Mr. Gendreau are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (other than Mr. Gendreau but including the Independent Non-Executive Directors) recommend the Shareholders to vote in favor of the proposed ordinary resolutions at the Annual General Meeting to be held on June 4, 2026 to approve the 2026 Annual RSU Grant and the Special TRSU Grant to Mr. Gendreau.

#### **5. PROPOSED AMENDMENTS TO THE SHARE AWARD SCHEME**

In connection with the potential dual listing, the Company proposes to seek the approval of the Shareholders at the Annual General Meeting for certain amendments to the Share Award Scheme, with such amendments to become effective conditional upon and subject to the effectiveness of the potential dual listing.

The amendments are to enable (i) the grant and the settlement of the awards under the Share Award Scheme over ADSs (in addition to Shares) and (ii) the exercise price of options which are exercisable into ADSs to be determined by reference to the price of the ADSs on the U.S. stock exchange.

Under Listing Rule 17.03E and as set out in section 5.2 of the Share Award Scheme, the exercise price of an option must not be less than the higher of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the offer date, which must be a trading day (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five business days preceding the offer date and (iii) the nominal value of the Shares. Upon completion of the potential dual listing, as a dual listed company, the Company will have Shares traded in Hong Kong dollars on the Stock Exchange and ADSs traded on a U.S. stock exchange in US dollars. The Company believes it would be beneficial to the Company for the Board to have the flexibility to grant options which are exercisable into Shares (in which case the exercise price will be determined by reference to the closing price of the Shares on the Stock Exchange in Hong Kong dollars) or ADSs (in which case the exercise price will be determined by reference to the closing price of the ADS on the U.S. stock exchange in US dollars).

As Mr. Gendreau is a Participant in the Share Award Scheme, he abstained from voting on the relevant resolutions of the Board in respect of the proposed amendments to the Share Award Scheme. Save as disclosed above, none of the other Directors had any interest in the proposed amendments to the Share Award Scheme and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the proposed amendments to the Share Award Scheme.

**6. PROPOSED RENEWAL OF DUAL LISTING ISSUANCE MANDATE**

At the general meeting of the Shareholders held on March 19, 2026, Shareholders approved the grant to the Directors of a dual listing issuance mandate in connection with a potential dual listing on a U.S. stock exchange (the “**Expiring Dual Listing Issuance Mandate**”). As of the date of this announcement, the manner and timing of the potential dual listing have not yet been determined, and any plan to pursue the potential dual listing will be subject to change, including as a result of global market and other conditions.

The Expiring Dual Listing Issuance Mandate is valid until the conclusion of the Annual General Meeting to be held on June 4, 2026. In light of current global market and other conditions, it is uncertain whether the potential dual listing could be completed on or before June 4, 2026. Accordingly, in order to give the Company desirable flexibility to determine the price at which Shares (if any) may be issued at the time of the potential dual listing, and by doing so ensure that any such Share issuance would be conducted in the best interests of the Company and the Shareholders as a whole, it is proposed that the Shareholders renew the grant to the Directors of an issuance mandate to allot, issue or deal with additional Shares at the time of the potential dual listing within the limits of the Company’s authorized capital as provided for in the Articles of Incorporation (the “**Renewed Dual Listing Issuance Mandate**”).

The terms of the Renewed Dual Listing Issuance Mandate are the same as the Expiring Dual Listing Issuance Mandate and are set out below:

**Scope of the Renewed Dual Listing Issuance Mandate:** The Renewed Dual Listing Issuance Mandate will apply only to the issuance of Shares within the limits of the Company’s authorized capital as provided for in the Articles of Incorporation, if any, at the time of the potential dual listing.

**Number of Shares  
subject to the  
Renewed Dual  
Listing Issuance  
Mandate:**

The Renewed Dual Listing Issuance Mandate will not create any additional dilution to Shareholders beyond the levels to be approved by the Shareholders at the Annual General Meeting as part of the Issuance Mandate.

The number of Shares that may be issued under the Renewed Dual Listing Issuance Mandate will not exceed 10% of the total number of issued Shares as of the date of passing of the proposed ordinary resolution (excluding treasury shares) at the Annual General Meeting, which is the same maximum number of Shares that may be allotted, issued or dealt with under the proposed general share issuance mandate to be sought at the Annual General Meeting (the “**Issuance Mandate**”) (i.e. a total of 138,693,962 Shares as of the date of this announcement on the basis that the issued share capital of the Company (excluding treasury shares) remains unchanged on the date of the Annual General Meeting).

The Board will ensure that the maximum combined dilution impact on Shareholders pursuant to any issuance of Shares under the Renewed Dual Listing Issuance Mandate and any other issuance under the Issuance Mandate will not exceed the limit under the Issuance Mandate (i.e. 10% of the total number of issued Shares (excluding treasury shares) as of the date of the Annual General Meeting).

If any Shares are issued under the Renewed Dual Listing Issuance Mandate, such Shares will be in the form of ADSs that will represent a fixed number of Shares.

**Issue or sale price of  
Shares:**

Any Shares issued under the Renewed Dual Listing Issuance Mandate will be issued for a cash consideration at a price to investors (the “**Issuance Price**”) that will be not more than a 15% discount to the last closing price of the Shares immediately before the underwriting agreement for the issuance of Shares under the Renewed Dual Listing Issuance Mandate is signed. Such underwriting agreement will set out the number of Shares and the price per Share of such issuance.

In addition, to comply with Listing Rule 13.36(5), the Issuance Price of any Shares issued under the Renewed Dual Listing Issuance Mandate must not be at a 20% or more discount to Benchmarked Price of the Shares. For the purpose of paragraph (ii)(A) of the definition of “Benchmarked Price”, the date of the announcement of the proposed transaction involving the proposed issue of securities will refer to the date on which the Company publishes an announcement relating to the launch of a proposed offering of Shares to be issued under the Renewed Dual Listing Issuance Mandate.

**Duration of the Renewed Dual Listing Issuance Mandate:**

The Renewed Dual Listing Issuance Mandate will be valid from the conclusion of the Annual General Meeting to be held on June 4, 2026 until the earlier of (i) the completion of the potential dual listing (where it will automatically terminate) and (ii) conclusion of the annual general meeting to be held in 2027. The Company will not utilize the Renewed Dual Listing Issuance Mandate if the potential dual listing is completed prior to the conclusion of the Annual General Meeting.

**Use of Proceeds:**

If any Shares are issued under the Renewed Dual Listing Issuance Mandate, it is currently expected that the net proceeds raised will be used for working capital and other general corporate purposes, which may include, but are not limited to, operating expenses, capital expenditures, the repayment of existing indebtedness, the repurchase of Shares and the financing of possible acquisitions. The Company will comply with the applicable requirements of the Listing Rules regarding the use of proceeds.

Pending these uses, the Company plans to invest the net proceeds from the issuance in short-term, interest-bearing obligations, investment-grade instruments, certificates of deposit or direct or guaranteed government obligations. The goal with respect to the investment of these net proceeds is capital preservation and liquidity so that such funds are readily available to fund the operations of the Company.

The expected use of proceeds from any such Share issuance is subject to change, and the above information is provided solely to enable Shareholders to make an informed decision as to whether to approve the resolution relating to the grant of the Renewed Dual Listing Issuance Mandate at the Annual General Meeting, as required by the Listing Rules and Luxembourg legal requirements.

If any Shares are issued under the Renewed Dual Listing Issuance Mandate, the Company will publish an announcement to update the Shareholders regarding the number of Shares and the price at which such Shares are issued and the gross and net proceeds raised therefrom.

In light of the anticipated benefits of a Share issuance at the time of the potential dual listing, the anticipated benefits of additional pricing flexibility in connection with such a Share issuance, and the careful balancing of these anticipated benefits against Shareholders' interest in limiting potential dilution, the Board believes the Renewed Dual Listing Issuance Mandate is in the best interests of the Company and the Shareholders.

## 7. OTHER INFORMATION

The Circular containing, among other things, details of the 2026 Annual RSU Grant and the Special TRSU Grant to Mr. Gendreau, the proposed amendments to the Share Award Scheme and the Renewed Dual Listing Issuance Mandate together with the notice of the Annual General Meeting, and a form of proxy for use at the Annual General Meeting will be sent to the Shareholders in due course.

## 8. INFORMATION ON THE GROUP

With a heritage dating back to 1910, the Company, together with its consolidated subsidiaries, is the world's best-known and largest travel luggage company and a leader in global lifestyle bags. The Company owns and operates a portfolio of consumer-centric and iconic brands, led by Samsonite®, TUMI®, and American Tourister®, that empower its customers' journeys with globally trusted, innovative and increasingly sustainable products. Building on its long history of industry leadership, the Company's vision is to create a path toward a more sustainable future for its industry.

## 9. DEFINITIONS

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

<b>“0.1% Individual Threshold”</b>	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;
<b>“2026 Annual RSU Grant”</b>	the proposed grant of annual RSUs to Mr. Kyle Francis Gendreau pursuant to the Share Award Scheme, details of which are set out in this announcement;
<b>“ADSs”</b>	American depositary shares representing Shares;
<b>“Annual General Meeting”</b>	the annual general meeting of the Shareholders to be held on June 4, 2026;

<b>“Benchmarked Price”</b>	the higher of: <ul style="list-style-type: none"> <li>(i) the closing price of the Shares on the date of the relevant agreement involving the proposed issue of securities; and</li> <li>(ii) the average closing price of the Shares in the five trading days immediately prior to the earlier of: <ul style="list-style-type: none"> <li>(A) the date of announcement of the proposed transaction or arrangement involving the proposed issue of securities;</li> <li>(B) the date of the agreement involving the proposed issue of securities; and</li> <li>(C) the date on which the subscription price for the securities is fixed;</li> </ul> </li> </ul>
<b>“Board”</b>	the board of Directors of the Company;
<b>“Circular”</b>	the circular to be issued by the Company in relation to the resolutions to be proposed at the Annual General Meeting;
<b>“Company”</b>	Samsonite Group S.A. 新秀丽集團有限公司, 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;
<b>“Directors”</b>	the directors of the Company;
<b>“potential dual listing”</b>	the potential dual listing of the Shares in the form of ADSs on a U.S. stock exchange, details of which are set out in the circular to Shareholders dated February 16, 2026;
<b>“GAAP”</b>	generally accepted accounting principles in the United States;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;

<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China;
<b>“IASB IFRS”</b>	the International Financial Reporting Standards as adopted by the International Accounting Standards Board;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
<b>“LTIP”</b>	the Company’s long-term incentive plan pursuant to the Share Award Scheme;
<b>“LTIP Adjusted EBITDA”</b>	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;
<b>“LTIP Sales”</b>	the Company’s net sales determined in accordance with the IASB IFRS or GAAP (as applicable) as reported in the Company’s audited consolidated financial statements for the applicable financial year;
<b>“LTIP Value”</b>	for each Participant, the value of the awards made to such Participant under the Share Award Scheme on the grant date, which is based upon a percentage of such Participant’s annual base salary;
<b>“Participants”</b>	individuals who participate in the Share Award Scheme, as defined in the rules of the Share Award Scheme;
<b>“PRSU”</b>	performance-based RSU;
<b>“Remuneration Committee”</b>	the Remuneration Committee of the Board, comprising Ms. Angela Iris Brav, Mr. Jerome Squire Griffith, Mr. Tom Korbas and Ms. Deborah Thomas (all of whom are independent non-executive Directors);
<b>“RSU”</b>	a restricted share unit, being a contingent right to receive Shares which is awarded under the Share Award Scheme;
<b>“Share(s)”</b>	ordinary shares of US\$0.01 each in the capital of the Company;

“Share Award Scheme”	the share award scheme of the Company adopted by the Shareholders on December 21, 2022, as amended from time to time;
“Shareholders”	holders of Shares;
“Special TRSU Grant”	the proposed one-off grant of special TRSUs to Mr. Kyle Francis Gendreau pursuant to the Share Award Scheme in connection with the potential dual listing, details of which are set out in this announcement;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“TRSU”	time-based RSU;
“US\$”	United States dollars, the lawful currency of the United States of America;
“U.S. stock exchange”	a stock exchange in the United States; and
“%”	per cent.

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

Luxembourg, April 10, 2026

*As of the date of this announcement, the Executive Director is Kyle Francis Gendreau, the Non-Executive Director is Timothy Charles Parker, and the Independent Non-Executive Directors are Claire Marie Bennett, Angela Iris Brav, Jerome Squire Griffith, Tom Korbas, Glenn Robert Richter and Deborah Maria Thomas.*