

L'OCCITANE
E N P R O V E N C E
L'OCCITANE INTERNATIONAL S.A.

Société Anonyme
1, rue du Fort Rheinsheim L-2419 Luxembourg
R.C.S. Luxembourg: B80359
(Incorporated under the laws of Luxembourg with limited liability)
(Stock code: 973)

**FORM OF PROXY FOR USE AT
EXTRAORDINARY GENERAL MEETING**

I/We (Name) _____ (Block capitals, please) of (Address) _____
_____ being the
holder(s) of (see Note 1) _____ shares of EUR0.03 each in the capital of
L'Occitane International S.A. (the "Company") hereby appoint (Name) _____

of (Address) _____ or failing
him/her, the chairman of the meeting (see Note 2) as my/our proxy with the full power of substitution to attend and vote
for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held in the presence of a
notary of the Grand-Duchy of Luxembourg at 14, rue Erasme, L-2082 Luxembourg on Friday, 30 September 2011 at 9:00
a.m. CET and at any adjournment thereof or on any resolution or motion which is proposed thereat.

My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolution.

Special Resolution (see Note 3)		For	Against	Abstain
1.	To approve the proposed amendments to the articles of association of the Company as detailed in the circular of the Company dated 25 August 2011.			

Dated this _____ day of _____, 2011 Signature(s) _____ (see Note 4)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint one or more proxies of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN FROM VOTING FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "Abstain".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.