
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 you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in L'Occitane International S.A., you should at once hand this circular and the accompanying proxy form to the purchaser(s) or transferee(s) or to the bank, stockbroker, licensed securities dealer, licensed corporation or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

L'OCCITANE

EN PROVENCE

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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice convening an extraordinary general meeting of L'Occitane International S.A 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 is set out on pages 11 to 12 of this circular.

A proxy form for use at the extraordinary general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to our share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending, and voting in person at, the extraordinary general meeting or any adjournment thereof should you so wish.

25 August 2011

CONTENTS

	<i>PAGE</i>
CONTENTS	i
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION	5
NOTICE OF EXTRAORDINARY GENERAL MEETING	11

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company adopted on 15 April 2010, as amended from time to time
“Board”	the board of directors of the Company
“Company”	L’Occitane International S.A., a <i>société anonyme</i> incorporated and existing under the laws of the Grand-Duchy of Luxembourg on 22 December 2000 having its registered office at 1, rue du Fort Rheinsheim, L-2419 Luxembourg, registered with the Luxembourg trade and companies register under registration number B80359 with limited liability, with its shares listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	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, notice of which is set out on pages 11 to 12 of this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Luxembourg Companies Law”	the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of EUR 0.03 each in the capital of the Company
“Shareholder(s)”	holders of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

L'OCCITANE
EN PROVENCE

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)

Executive Directors:

Reinold Geiger (*Chairman and Chief Executive Officer*)

Emmanuel Laurent Jacques Osti (*Managing Director*)

André Joseph Hoffmann (*Managing Director Asia-Pacific*)

Thomas Levilion (*Group Deputy General Manager,
Finance and Administration*)

Non-executive Directors:

Karl Guenard

Martial Thierry Lopez

Pierre Maurice Georges Milet

Independent Non-executive Directors:

Charles Mark Broadley

Susan Saltzbarth Kilsby

Jackson Chik Sum Ng

Registered office:

1, rue du Fort Rheinsheim
L-2419 Luxembourg

*Principal place of business
in Hong Kong:*

38/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

25 August 2011

To the Shareholders

Dear Sir or Madam

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the proposed amendments to the Articles of Association and to give you notice of the Extraordinary General Meeting, at which a special resolution will be put to our Shareholders to consider and, if thought fit, approve the aforesaid matter.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Our Board wishes to propose certain amendments to the Articles of Association for, *inter alia*, clarity and consistency and to facilitate the exercise by our Shareholders of their rights as Shareholders at general meetings of the Company. Further details of and explanations for such proposed amendments are set out in the Appendix to this circular.

The proposed amendments to the Articles of Association are subject to approval of our Shareholders by way of special resolution at the Extraordinary General Meeting before a Luxembourg notary. If the proposed amendments to the Articles of Association are approved by our Shareholders, such amendments shall be binding upon the Company and our Shareholders immediately upon the passing of the relevant special resolution and shall prevail against any third party immediately upon its publication in the *Mémorial C, Recueil des Sociétés et Associations* in compliance with Luxembourg law. All other existing provisions of the Articles of Association will remain unchanged.

The Company's legal advisers, Freshfields Bruckhaus Deringer and Arendt & Medernach Avocats, have confirmed that the proposed amendments comply with the requirements of the Listing Rules and Luxembourg Companies Law, respectively. The Company has also confirmed to the Stock Exchange that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

EXTRAORDINARY GENERAL MEETING

The notice of Extraordinary General Meeting is set out on pages 11 to 12 of this circular. At the Extraordinary General Meeting, a special resolution will be proposed to approve the above-mentioned amendments to the Articles of Association.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 15.5 of the Articles of Association, the special resolution put to the vote of our Shareholders will be voted on by way of a poll at the Extraordinary General Meeting.

Enclosed with this circular is a proxy form for use at the Extraordinary General Meeting. Whether or not you intend to attend the Extraordinary General Meeting or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to our share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form as set out above is required in order to permit you to vote at the Extraordinary General Meeting in the event you do not attend in person, however completion and return of the proxy form will not preclude you from attending, and voting in person at, the Extraordinary General Meeting or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the Extraordinary General Meeting, his or her proxy form will be deemed to have been revoked.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to our Company. Our Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, (ii) there are no other matters the omission of which would make any statement herein or this document misleading and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

Our Directors consider that the proposed amendments to the Articles of Association are in the best interests of our Company and our shareholders as a whole and accordingly recommend our Shareholders to vote in favour of the special resolution to be proposed at the Extraordinary General Meeting. No Shareholder is required to abstain from voting in respect of the special resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,
By Order of the Board
L'Occitane International S.A.
Mr. Reinold Geiger
Chairman

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The amendments proposed to be made to the Articles of Association are set out in this Appendix. For ease of reference, the text of the relevant Articles as amended is also reproduced below. Words that are struck through represent proposed deletions and words that are underlined represent proposed additions.

Interpretation

It is proposed that Article 1 is amended in acknowledgment of the Company's obligations under the Listing Rules:

“2. These Articles shall be read and interpreted in light of any regulatory requirements that may apply to the Company from time to time.”

Share Capital

1. It is proposed that Article 4.1 is amended as follows to clarify the current authorised share capital of the Company, the capitalisation events that have taken place since the adoption of the Articles of Association on 15 April 2010 and the amount of authorised share capital currently remaining unissued:

“4.1 The authorised share capital of the Company was, on 15 April 2010, set at one billion five hundred million Euro (EUR 1,500,000,000) represented by fifty billion (50,000,000,000) Shares with a par value of three euro cent (EUR 0.03) each, in addition to the subscribed share capital of the Company is set at which, as of 15 April 2010, amounted to thirty-eight million two hundred thirty-one thousand eight hundred and ninety-one Euro and seventy-three cents (EUR 38,231,891.73) represented by one billion two hundred seventy-four million three hundred ninety-six thousand three hundred ninety-one (1,274,396,391) Shares with a par value of three euro cent (EUR 0.03) each. On 7 May 2010, the subscribed share capital of the Company was increased by an amount of five million four hundred sixty-one thousand eight hundred Euro (EUR 5,461,800) represented by one hundred eighty-two million sixty thousand (182,060,000) Shares. The subscribed share capital was further increased on 2 June 2010 by an amount of six hundred fifteen thousand two hundred fifty-five Euro (EUR 615,255) represented by twenty million five hundred eight thousand five hundred (20,508,500) Shares bringing the total subscribed share capital of the Company to forty-four million three hundred eight thousand nine hundred forty-six ~~euro~~Euro and seventy-three ~~euro cent~~cents (EUR 44,308,946.73) represented by one billion four hundred seventy-six million nine hundred sixty-four thousand eight hundred ninety-one (1,476,964,891) Shares with a par value of three euro cent (EUR 0.03) each since 2 June 2010.

4.2 The~~The~~As a result of the above mentioned share capital increases, the authorised share capital of the Company is set, in addition to the subscribed share capital, at~~Company remaining unissued since 2 June 2010 equals~~one billion four hundred ninety-three million nine hundred twenty-two thousand nine hundred forty-five ~~euro~~Euro (EUR 1,493,922,945.001,493,922,945) represented by forty-nine billion seven hundred ninety-seven million four hundred thirty-one thousand five hundred (49,797,431,500) Shares with a par value of three euro cent (EUR 0.03) each.”

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

2. It is proposed that Article 4.3 is amended as follows for the purpose of updating the relevant statement contained therein:

4.3 Subject to the provisions of these Articles and to any direction that may be given by the Company in a general meeting and without prejudice to any special rights conferred on the holders of any existing Shares or attaching to any class of Shares and upon the passing of a resolution at an Extraordinary General Meeting, any Share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may propose to the Extraordinary General Meeting for approval. Subject to the Luxembourg Companies Law and to any special rights conferred on any Shareholders or attaching to any class of Shares, any Share may, with the sanction of a Special Resolution, be issued on terms (which will be specified upon and as a condition of its issue) that it is or at the option of the Company is or at the option of the holder thereof is (as the case may be as will be specified upon and as a condition of its issue), liable to be redeemed. As of the date ~~of adoption of~~ on which these Articles were last amended (30 September 2011), the Company does not have any redeemable shares in issue

Redeemable Shares

It is proposed that Article 7.10 is deleted for the purpose of simplifying the Articles of Association:

~~“7.10 Any amount paid up in advance of calls on any Share may not carry interest and shall not entitle the holder of the Share to participate in respect thereof in a dividend subsequently declared.”~~

Share Certificates and Register of Members

It is proposed that Article 8.9 is amended as follows for reasons of clarity:

“8.9 Every person whose name is entered as a member in the Register shall be entitled upon request to Computershare Hong Kong Investors Services Limited, or any other service provider handling the share register as may be, and without payment, to receive, within the relevant time limit as prescribed in the Luxembourg Companies Law or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his Shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for Shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares jointly held by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for Shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the Register.”

Transfer of Shares

It is proposed that Articles 9.1 and 9.2 are amended as follows for reasons of clarity and consistency:

“9.1 The transfer of Shares shall be carried out by way of an instrument of transfer in the usual or common form or in a form prescribed by the ~~Designated Stock~~ Exchange or in any other form approved by the Board and a written declaration of transfer recorded in the Register, such declaration of transfer to be dated and signed (by hand, machine imprinted or otherwise) by both the transferor and the transferee, or by persons holding the necessary representative powers to act in this respect.

9.2 Transfers of Shares may be carried out freely, and fully paid Shares shall be free from all lien. The word “transfer” designates any operation which direct or indirect effect is the assignment to another person, including to a Shareholder of the Company, of a right of enjoyment, of any kind whatsoever on the ~~corporate~~ Shares of the Company. The same shall apply in particular in the case of sale by mutual agreement or by way of adjudication, exchange, sharing, distribution, partial contribution of assets or simple contribution, as applies in all other cases of assignment, even free of charge.”

Proceedings of Directors

It is proposed that Article 12.6 is amended as follows to allow the chairman of a Board meeting to sign copies or abstracts of the minutes of such Board meeting in compliance with Luxembourg law:

“12.6 Copies or abstracts of such minutes intended to be used at law or otherwise shall be signed by the Chairman, the Secretary or by any two Directors.”

Audit

It is proposed that Articles 13.1 and 13.3 are amended as follows for reasons of compliance with Luxembourg law requirements with respect to the review and supervision of the Company’s accounts:

“13.1 The operations of the Company, comprising in particular the keeping of its accounts and the preparation of income tax returns or other declarations provided for by Luxembourg law, shall be supervised by a statutory auditor or independent auditor, who need not be Shareholders of the Company. The statutory auditor or independent auditor shall be appointed by the annual general meeting of Shareholders for a period of office ending on the day of the next following annual general meeting of Shareholders once his successor shall have been elected, or by any further general meeting of shareholders. The statutory auditor or independent auditor shall remain in office until he has been reelected or his successor has been elected.

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

...

13.3 The statutory auditor in office may be removed at any time, with or without cause, whereas the independent auditor in office may only be removed (i) with cause or (ii) with his approval and the approval of the general meeting of shareholders.

~~13.3 The removal or appointment of a statutory auditor or independent auditor in office may be removed at any time, with or without motive,~~ shall be approved by the Shareholders in general meeting, provided that the notice of the resolution proposing any appointment or removal of ~~auditors~~ a statutory auditor or independent auditor pursuant to these Articles is given to the Company at least 28 Calendar Days before the relevant general meeting and that the Company gives its members 21 Calendar Days' notice of such a general meeting."

General Meetings

1. It is proposed that Article 15.1 is amended as set out below to permit Shareholders to attend annual general meetings of the Company remotely by video or telephone conference. The laws of Luxembourg, being the jurisdiction of the Company's incorporation, require the Company's annual and other general meetings to be held in Luxembourg in order to be validly constituted. In order to vote, Shareholders outside of Luxembourg are therefore currently required to travel to Luxembourg to attend in person or to appoint a proxy to attend on their behalf. The proposed amendment below would entitle a Shareholder to attend an annual general meeting of the Company remotely, allowing them to be included for the purposes of quorum and to vote as if physically present at the meeting:

"15.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held in Luxembourg at the registered office of the Company, and / or at any other location as may be indicated in the convening notices, on the last ~~Business Day~~ Wednesday in the month of September at 10 a.m. or, in case such day is not a Business Day, the annual general meeting of shareholders shall be held on the immediately following Business Day. Shareholders may take part at the annual general meeting through video-conference or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by video and/or voice with all other participants. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting. Participation in a meeting pursuant to this article shall constitute presence in person at such meeting and such persons shall be entitled to vote at such meetings and are deemed to be present for the computation of the quorum and votes."

2. It is proposed that Article 15.2 is amended as follows for the same reason as the proposed change to Articles 13.1 and 13.3 above:

"15.2 The Company in the annual general meeting shall hear the reports of the Directors and of the statutory auditor or independent auditor and discuss the balance sheet. After the balance sheet has been approved, the general meeting shall decide by Special Resolution on the remuneration ~~and to be granted to the Directors, the statutory auditor or the independent auditor and on the discharge to be granted to the Directors and statutory auditor.~~"

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

3. It is proposed that a new Article 15.7 is added to permit Shareholders to also attend general meetings of the Company other than annual general meetings remotely by video or telephone conference, for the same reason as the proposed change to Article 15.1 above:

“15.7 For any other general meeting that is not an annual general meeting, Shareholders may take part in such a meeting through video-conference or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by video and/or voice with all other participants. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting. Participation in a meeting pursuant to this article shall constitute presence in person at such meeting and such persons shall be entitled to vote at such meetings and are deemed to be present for the computation of the quorum and votes.”

4. It is proposed that Article 15.10 (formerly Article 15.9) is amended to give the Board discretion to designate an attendee of a general meeting as chairman of such meeting, in the event there is no Chairman at that time or he or she is not present at the meeting:

“~~15.9~~15.10 The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or the Chairman is unable to attend then the ~~members present shall choose one of their own number to be~~ Chairman or the Board may designate any other attendee of the general meeting as chairman of such general meeting.”

5. It is proposed that Article 15.16 (formerly Article 15.15) is amended as follows to broaden the content requirements for all notices of general meetings of the Company sent to Shareholders, as well as to clarify that Shareholders may vote by means of posted voting form or remote attendance pursuant to the revised Articles 15.1 and 15.7:

“~~15.15~~15.16 Notice of every general meeting shall specify the following:

...

(g) if applicable, that a member is entitled to vote (i) through voting forms sent by post or facsimile to the Company’s registered office or to the address specified in the convening notice. The members may only use voting forms provided by the Company and which contain at least the place, date and time of the meeting, the agenda of the meeting, the proposal submitted to the decision of the meeting, as well as for each proposal, three boxes allowing the shareholder to vote in favour of, against, or abstain from voting on each proposed resolution by ticking the appropriate box. For the purpose of the calculation of the quorum, only the voting forms which have been received by the Company 2 Business Days before the general meeting shall be taken into account, provided that these voting forms indicate the direction of the vote or the abstention, and/or (ii) by means of video-conference or through other means of communication allowing its identification so that the member is deemed to be present for the computation of the quorums and votes. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting.”

APPENDIX — PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

6. It is proposed that Article 15.18 (formerly Article 15.17) is amended as follows to broaden the notice requirements of the Company in Luxembourg when convening general meetings:

~~“15.17~~ 15.18 Convening notices for any general meeting shall take the form of announcements published twice, with a minimum interval of eight days, and eight days before the meeting, in at least two Luxembourg newspaper and in the Luxembourg official gazette, *Memorial C, Recueil des Sociétés et Associations*. Except as otherwise provided in these Articles, any notice or document may be served by the Company on any member either personally or by sending it through the registered mail in a prepaid letter addressed to such member at his registered address as appearing in the Register or, to the extent permitted by the Luxembourg Companies Law, the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s website provided that the Company has obtained the member’s prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.”

7. It is proposed that Article 15.29 (formerly Article 15.28) is amended as follows to clarify the circumstances in which proxy forms submitted by Shareholders to the Company will be valid:

~~“15.28~~ 15.29 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. To be valid a form of proxy must be completed, signed and deposited at Computershare Hong Kong Investors Services Limited, or any other service provider handling the share register as may be, 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 general meeting if they so wish, provided that the proxy shall in that case be withdrawn and shall not be taken into account for the voting.”

Untraceable Shareholders

It is proposed that Article 17.1 is amended as follows for reasons of clarity:

“17.1 The Company shall be entitled to sell any Shares of a member or the Shares to which a person is entitled by virtue of transmission on death or bankruptcy of untraceable Shareholder(s) or operation of law if and provided that...”

NOTICE OF EXTRAORDINARY GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of L'Occitane International S.A. (the "Company") will 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 for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution:

SPECIAL RESOLUTION

"THAT:

- (a) the proposed amendments to the articles of association of the Company adopted on 15 April 2010 as amended from time to time (the "Articles of Association") as set out in the circular of the Company dated 25 August 2011 (a copy of which has been produced to the meeting marked "A" and initialled by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted and the board of directors of the Company be and is hereby authorized to deal with on behalf of the Company any relevant filings and all other procedures or issues arising from such amendments."

By Order of the Board of Directors

L'Occitane International S.A.

Mr. Reinold Geiger

Chairman

Luxembourg, 25 August 2011

Registered office:

1, rue du Fort Rheinsheim

L-2419 Luxembourg

Principal place of business in Hong Kong:

38/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay, Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (ii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the 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.
- (iii) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong Share Registrar, 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 appointed for the holding of the above meeting or any adjournment thereof. 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.
- (iv) The transfer books and register of shareholders will be closed from 27 September 2011 to 30 September 2011, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 26 September 2011.
- (v) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the articles of association of the Company, the above resolution will be decided by way of a poll.
- (vi) As at the date of this notice, the executive directors of the Company are Mr. Reinold Geiger (Chairman and Chief Executive Officer), Mr. Emmanuel Laurent Jacques Osti (Managing Director), Mr. André Joseph Hoffmann (Managing Director Asia-Pacific) and Mr. Thomas Levilion (Group Deputy General Manager, Finance and Administration), the non-executive directors of the Company are Mr. Karl Guenard, Mr. Martial Thierry Lopez and Mr. Pierre Maurice Georges Milet and the independent non-executive directors of the Company are Mr. Charles Mark Broadley, Ms. Susan Saltzbarth Kilsby and Mr. Jackson Chik Sum Ng.