

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

# L'OCCITANE

EN PROVENCE

## L'OCCITANE INTERNATIONAL S.A.

*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)*

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 SEPTEMBER 2011 AND ELECTION OF A NEW DIRECTOR AND PAYMENT OF FINAL DIVIDENDS

At the annual general meeting (the “AGM”) of L’Occitane International S.A. (the “Company”) held on 30 September 2011, voting on all the proposed resolutions as set out in the notice of the AGM dated 25 August 2011 was taken by poll.

As at the date of the AGM, the total number of issued shares of the Company was 1,476,964,891 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

Mr. Ingo Dauer and Computershare Hong Kong Investors Services Limited, the Company’s branch share registrar, were appointed as joint scrutineers at the AGM for the purpose of vote-taking. All the resolutions were approved by the shareholders of the Company. The poll results in respect of the respective resolutions proposed at the AGM were as follow:

<b>ORDINARY RESOLUTIONS</b>		<b>No. of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and adopt the statutory accounts and audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2011.	1,230,600,584 (99.999939%)	750 (0.000061%)
2.	To declare a final dividend for the year ended 31 March 2011.	1,230,601,584 (99.999939%)	750 (0.000061%)

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
3.	To re-elect the following retiring directors of the Company for a term of 3 years:		
	(i) Mr. Thomas Levilion	1,225,360,131 (99.583299%)	5,127,453 (0.416701%)
	(ii) Mr. Pierre Maurice Georges Milet	1,083,420,217 (88.040207%)	147,176,867 (11.959793%)
	(iii) Mr. Charles Mark Broadley	1,230,596,084 (99.999919%)	1,000 (0.000081%)
	(iv) Mrs. Susan Saltzbar Kilsby	1,230,596,084 (99.999919%)	1,000 (0.000081%)
	(v) Mr. Jackson Chik Sum Ng	1,230,596,084 (99.999919%)	1,000 (0.000081%)
4.	To elect Mr. Domenico Trizio as a new executive director of the Company for a term of 3 years.	1,085,220,742 (88.194368%)	145,266,842 (11.805632%)
5.	(A) To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	1,065,383,489 (86.578422%)	165,158,095 (13.421578%)
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.	1,230,596,334 (99.999939%)	750 (0.000061%)
	(C) To extend the authority given to the directors pursuant to ordinary resolution no. 5(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 5(B).	1,065,022,061 (86.555311%)	165,430,517 (13.444689%)

SPECIAL RESOLUTIONS		For	Against
6	To authorise the board of directors to fix the remuneration of the directors.	1,230,347,924 (99.980119%)	244,660 (0.019881%)
7.	To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.	1,230,357,174 (99.980119%)	244,660 (0.019881%)
8.	To grant discharge for the Directors for the exercise of their mandate during the financial year ended 31 March 2011.	1,229,621,906 (99.924877%)	924,428 (0.075123%)
9.	To grant discharge for the auditors for the exercise of their mandate during the financial year ended 31 March 2011.	1,216,136,656 (99.924024%)	924,678 (0.075976%)

As more than 50% of votes were cast in favour of the ordinary resolutions nos. 1 to 5 and not less than 75% of votes cast in favour of special resolutions nos. 6 to 9, all of the above resolutions were approved by the shareholders. Shareholders may refer to the notice of the AGM and the circular of the Company dated 25 August 2011 for details of the above resolutions.

## **ELECTION OF A NEW DIRECTOR**

Mr. Domenico Trizio was elected as a new executive director of the Board with effect from the conclusion of AGM on 30 September 2011 for a term of three years, as approved in the above ordinary resolution no. 4. His biographical details are set out in note (i) of this announcement.

## **PAYMENT OF FINAL DIVIDENDS**

The final dividend of €0.0135 per share (inclusive of applicable tax) was approved in the above ordinary resolution no. 2 at the AGM. The payment shall be paid in Euros, 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 for the payment of the final dividend will be the opening buying T/T rate of Hong Kong dollars to Euros as announced by the Hong Kong Association of Banks ([www.hkab.org.hk](http://www.hkab.org.hk)) on the day of the approval of the dividend (i.e. 30 September 2011) (Euro 1:HK\$10.4875). Accordingly, the amount of final dividend payable in Hong Kong dollars will be approximately HK\$0.1416 per share.

Such dividend will be payable on or about 21 October 2011 to shareholders whose names appear on the register of members on 12 October 2011 (i.e. the Dividend Record Date). To determine eligibility for the final dividend, the register of members will be closed from Friday, 7 October 2011 to Wednesday, 12 October 2011, both days inclusive, during which period no shares can be registered. In order to be entitled to receive the final dividend, all transfers accompanied by the relevant share certificate(s) must be lodged with our 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 4:30pm on Thursday, 6 October 2011.

The dividends will be paid after retention of the appropriate withholding tax under Luxembourg laws. Detailed information about procedures for reclaiming all or part of the withholding tax in accordance with the provisions of the double tax treaty between Luxembourg and Hong Kong was set out in the Company's circular dated 25 August 2011.

Note:

- (i) **Mr. Domenico Trizio** (“Mr. Trizio”), aged 50, was appointed as an executive director of the Company with effect from 30 September 2011. Mr. Trizio is the Chief Operating Officer of the Company and joined the Group in November 2010. He is responsible for the overall operational management of the Company and oversees the Company’s supply chain, management information systems, finance and SAP project. He reports to Emmanuel Osti, executive Director and managing director of the Company. Prior to joining the Company, Mr. Trizio was a vice president at Coty, Inc. from 2007 to 2008 and was subsequently promoted to senior vice president from 2008 to October 2010, where he was in charge of the global supply chain for the Prestige division. Prior to that, he held supply chain positions at Colgate-Palmolive Company from 1987 to 1997, Johnson & Johnson from 1997 to 2001, Levi Strauss & Co. from 2001 to 2005 and Cadbury-Schweppes from 2005 to 2007. Mr. Trizio has over 15 years of experience in operational management. Mr. Trizio graduated in chemical engineering at Rome University in 1986 and received the International Executive Program General Management Certificate at INSEAD in April 2001.

The Company has entered into a service contract with Mr. Trizio for a term of 3 years commencing from 30 September 2011, and will continue thereafter for successive terms of 3 years until terminated by not less than 3 months’ notice in writing served by either party on the other. His emoluments as an executive Director for the period ending 31 March 2012 will be EUR430,000.

As at the date of this announcement, Mr. Trizio has been granted options carrying the right to subscribe for 1,000,000 Shares pursuant to the share option scheme adopted by the Company on 30 September 2010. Save as disclosed, Mr. Trizio did not have any other interests in the Shares and underlying Shares within the meaning of Part XV of the Securities Futures Ordinance.

Save as disclosed above, Mr. Trizio does not hold any position with the Company or any other member of the Company’s group, nor has any directorship in other listed public companies in the last three years.

Mr. Trizio does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

In addition, there is no other matter concerning with Mr. Trizio that needs to be brought to the attention of the shareholders of the Company and there is no information relating to Mr. Trizio's appointment which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

By order of the board of directors  
**L'Occitane International S.A.**  
**Thomas Levilion**  
*Executive Director*

Luxembourg, 30 September 2011

*As at the date of this announcement, the executive directors of the Company are Mr. Reinold Geiger, Mr. Emmanuel Laurent Jacques Osti, Mr. André Joseph Hoffmann, Mr. Thomas Levilion and Mr. Domenico Trizio, 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, Mrs. Susan Saltzbart Kilsby and Mr. Jackson Chik Sum Ng.*