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# L'OCCITANE

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## 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 25 SEPTEMBER 2013 AND PAYMENT OF FINAL DIVIDENDS

At the annual general meeting (the “AGM”) of L’Occitane International S.A. (the “Company”) held on 25 September 2013, voting on all the proposed resolutions as set out in the notice of the AGM dated 31 July 2013 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 of which 6,655,500 shares were held in treasury. The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 1,470,309,391. 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:

Ordinary Resolutions		No. of Votes (%)		
		For	Against	Abstain
1.	To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2013 and to acknowledge the content of the reports of the board of directors and the auditors of the Company.	1,279,042,016 99.999941%	750 0.000059%	0 0%

Ordinary Resolutions		No. of Votes (%)		
		For	Against	Abstain
2.	To declare a final dividend of a total amount of €42.9 million for the year ended 31 March 2013.	1,279,041,516 99.999941%	750 0.000059%	0 0%
3.	To elect the following directors of the Company for a term of 3 years:			
	(i) Mrs. Valérie Irène Amélie Monique Bernis	1,277,865,742 99.950607%	631,493 0.049393%	0 0%
	(ii) Mr. Pierre Maurice Georges Milet	1,239,469,894 96.906084%	39,572,497 3.093916%	0 0%
4.	(A) To give a general mandate to the directors to allot, issue and deal with or, subject to the Treasury Shares Waiver being obtained, transfer or sell out of treasury and deal with, additional shares not exceeding 20% of the issued share capital of the Company (excluding the nominal capital of those shares that are held in Treasury).	1,058,739,305 82.775911%	220,303,461 17.224089%	0 0%
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company (excluding the nominal capital of those shares that are held in Treasury) within a price range between HK\$10 and HK\$30.	1,278,560,466 99.962292%	482,300 0.037708%	0 0%
	(C) To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B).	1,060,043,149 82.913190%	218,454,461 17.086810%	0 0%
5.	To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2014.	1,279,041,266 99.999883%	1,500 0.000117%	0 0%

Ordinary Resolutions		No. of Votes (%)		
		For	Against	Abstain
6.	To re-appoint PricewaterhouseCoopers as the external auditor of the Company to hold the office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company	1,279,041,516 99.999902%	1,250 0.000098%	0 0%
7.	(A) That conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of Options to be granted under the Share Option Plan 2013 of the Company, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification (the “Share Option Plan 2013”), the Share Option Plan 2013 be and is hereby approved and adopted; and the Directors be and are hereby authorised to grant Options to the Eligible Persons under the Share Option Plan 2013 and to allot and issue Shares or, subject to the Treasury Shares Waiver being obtained, transfer Treasury Shares out of treasury, representing up to 1.5% of the Company’s issued share capital as at the date of this resolution (excluding Treasury Shares) upon the exercise of any Options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Share Option Plan 2013, and that the share option plan adopted on 30 September 2010 be and hereby is terminated with immediate effect in accordance with its terms.	1,235,806,197 96.619615%	43,236,569 3.380385%	0 0%

Ordinary Resolutions		No. of Votes (%)		
		For	Against	Abstain
7.	(B) That the Free Share Plan 2013 of the Company, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification (the “Free Share Plan 2013”) be and is hereby approved and adopted; and the Directors be and are hereby authorised to grant Free Shares to the Eligible Persons under the Free Share Plan 2013 and to allot and issue Shares or, subject to the Treasury Shares Waiver being obtained, transfer Treasury Shares out of treasury, representing up to 0.5% of the Company’s issued share capital as at the date of this resolution (excluding Treasury Shares) upon the allocation of any Free Shares granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Free Share Plan 2013, and that the free share plan adopted on 30 September 2010 be and hereby is terminated with immediate effect in accordance with its terms.	1,276,818,661 99.868756%	1,677,949 0.131244%	0 0%

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
8.	To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities.	1,279,031,516 99.999120%	11,250 0.000880%	0 0%
9.	To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2013.	1,278,610,466 99.966201%	432,300 0.033799%	0 0%
10.	To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2013.	1,278,608,716 99.966064%	434,050 0.033936%	0 0%
11.	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.	1,279,031,516 99.999120%	11,250 0.000880%	0 0%

As more than 50% of votes were cast in favour of the ordinary resolutions nos. 1 to 7 and not less than 75% of votes were cast in favour of special resolutions nos. 8 to 11, 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 31 July 2013 for details of the above resolutions.

## **PAYMENT OF FINAL DIVIDENDS**

The final dividend of €0.0292 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 payment (i.e. 25 September 2013) (Euro 1:HK\$10.437). Accordingly, the amount of final dividend payable in Hong Kong dollars will be approximately HK\$0.3048 per share. Such dividend will be payable on or about Wednesday, 23 October 2013 to shareholders whose names appear on the register of members on Friday, 11 October 2013 (i.e. the Dividend Record Date). To determine eligibility for the final dividend, the register of members will be closed from Tuesday, 8 October 2013 to Friday, 11 October 2013, 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 4:30 p.m. on Monday, 7 October 2013. 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 31 July 2013.

By order of the board of directors  
**L'Occitane International S.A.**  
**Reinold Geiger**  
*Chairman*

Luxembourg, 25 September 2013

*As at the date of this announcement, 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), Mr. Thomas Levilion (Group Deputy General Manager, Finance and Administration), Mr. Domenico Luigi Trizio (Chief Operating Officer) and Mr. Karl Guénard, the non-executive Director of the Company is Mr. Martial Thierry Lopez and the independent non-executive Directors of the Company are Mrs. Valérie Irène Amélie Monique Bernis, Mr. Charles Mark Broadley, Mr. Pierre Maurice Georges Milet and Mr. Jackson Chik Sum Ng.*