

# L'OCCITANE

EN PROVENCE

## L'OCCITANE INTERNATIONAL S.A.

49, Boulevard Prince Henri L-1724 Luxembourg  
 R.C.S. Luxembourg: B80359  
 (Incorporated under the laws of Luxembourg with limited liability)  
 (Stock code: 973)

### FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) \_\_\_\_\_ (Block capitals, please) of (Address) \_\_\_\_\_ being the holder(s) of (see Note 1) \_\_\_\_\_ shares of EURO.03 each in the capital of L'Occitane International S.A. (the "Company") hereby appoint (Name) \_\_\_\_\_ of (Address) \_\_\_\_\_ or failing him/her, (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 annual general meeting of the Company to be held at 49, Boulevard Prince Henri L-1724 Luxembourg, Grand Duchy of Luxembourg on Wednesday, 26 September 2018 at 10:00 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 resolutions:

Ordinary Resolutions (see Note 3)		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 2018 and to acknowledge the content of the reports of the board of directors and the auditor of the Company.			
2.	To declare a final dividend of a total amount of €43,400,000 for the year ended 31 March 2018.			
3.	To re-elect the following retiring directors of the Company for a term of three years: (i) Mr. Reinold Geiger as an executive director of the Company (ii) Mr. André Joseph Hoffmann as an executive director of the Company (iii) Mr. Karl Guénard as an executive director of the Company (iv) Mr. Martial Thierry Lopez as a non-executive director of the Company			
4.	To elect Mr. Sylvain Desjonquères as an executive director of the Company for a term of three years.			
5.	(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 aggregate nominal amount of the issued shares of the Company (excluding the nominal capital of those shares that are held in Treasury).  (B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued shares 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.  (C) To extend the authority given to the directors pursuant to ordinary resolution no. 5(A) to issue shares by adding to the aggregate nominal amount of the issued shares of the Company the number of shares repurchased under ordinary resolution no. 5(B).			
6.	To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2019.			
7.	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.			
8.	To approve and adopt the Free Share Plan 2018 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 "Free Share Plan 2018"); and to authorise the Directors to grant Free Shares to the Participants under the Free Share Plan 2018 and to allot and issue Shares or, transfer Treasury Shares out of treasury, representing up to 0.5% of the Company's issued shares 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 2018.			
Special Resolutions (see Note 3)		For	Against	Abstain
9.	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.			
10.	To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2018.			
11.	To grant discharge to the approved statutory auditor of the Company, PricewaterhouseCoopers for the exercise of its mandate during the financial year ended 31 March 2018.			
12.	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018 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 more than one proxy 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 initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against". IF YOU WISH TO EXPRESSLY ABSTAIN FROM VOTING ON ANY 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 appointer 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 (i.e. before 10:00 a.m. CET on Monday, 24 September 2018). 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.