

# Groupe L'OCCITANE 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 EUR0.03 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, 29 September 2021 at 10:00 a.m. Central European Time 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 2021 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 €54,100,000 for the year ended 31 March 2021.			
3.	To re-elect the following retiring directors of the Company for a term of 3 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. Yves Blouin as an executive director of the Company			
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 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\$15 and HK\$50.			
	(C) To extend the authority given to the directors pursuant to ordinary resolution no. 4(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. 4(B).			
5.	To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2022.			
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.			
7.	To approve and adopt the Free Share Plan 2021 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 2021"); and to authorise the Directors to grant Free Shares to the Participants under the Free Share Plan 2021 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 2021.			

Special Resolutions (see Note 3)		For	Against	Abstain
8.	To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors of the Company to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities.			
9.	To grant discharge to the directors of the Company for the exercise of their mandate during the financial year ended 31 March 2021.			
10.	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 2021.			
11.	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.			
12.	<p>To renew the authorisation granted to the board of directors of the Company for an additional period of five (5) years in an amount of one billion five hundred million euro (EUR1,500,000,000.00), to issue Shares, to grant options to subscribe for Shares and to issue any other securities or instruments convertible into Shares, within the limits of the authorised share capital of the Company and under the terms and conditions provided for in Article 4.2 of the Articles of Association, subject always to compliance with applicable provisions of the Luxembourg Companies Law and the Listing Rules, and with the authority for the Board to limit or withdraw the preferential subscription rights of the shareholders when issuing the Company's new shares, in accordance with Article 420-26 (5) of the Luxembourg Companies Law and consequential amendment of Articles 4.1, 4.2 and 4.3 of the Articles of Association, which shall henceforth read as follows:</p> <p><i>“4.1 The subscribed share capital of the Company is set at forty-four million three hundred eight thousand nine hundred forty-six Euro and seventy-three cents (EUR44,308,946.73) 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 (EUR0.03) each, since 2 June 2010.</i></p> <p><i>4.2 The authorised share capital of the Company is set, in addition to the subscribed share capital, at one billion five hundred million euro (EUR1,500,000,000.00) represented by fifty billion (50,000,000,000) Shares with a par value of three euro cent (EUR0.03) each. Subject always to compliance with applicable provisions of the Listing Rules, during the period of five years from the date of the publication of the creation or amendment of the authorised share capital by general meeting, the Board is authorised to issue Shares, to grant options to subscribe for Shares and to issue any other securities or instruments convertible into Shares, to such persons and on such terms as it shall see fit and specifically to proceed to such issue without reserving for the existing Shareholders a preferential right to subscribe for the issued Shares.</i></p> <p><i>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 on which these Articles were last amended, the Company does not have any redeemable shares in issue.”</i></p>			

	Special Resolutions (see Note 3)	For	Against	Abstain
13.	<p>To amend Article 3 (corporate purpose) of the Articles of Association, which shall henceforth read as follows:</p> <p>“3.1 <i>The corporate purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, control and development of its portfolio.</i></p> <p>3.2 <i>It may in particular acquire by way of contribution, subscription, option, purchase or otherwise all and any transferable securities of any kind and realise the same by way of sale, transfer, exchange or otherwise.</i></p> <p>3.3 <i>The Company may likewise acquire, hold and assign, as well as license and sub-license all kinds of intellectual property rights, including without limitation, trademarks, patents, copyrights and licenses of all kinds. The Company may act as licensor or licensee and it may carry out all operations which may be useful or necessary to manage, develop and profit from its portfolio of intellectual property rights.</i></p> <p>3.4 <i>The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure its obligations and obligations of other companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.</i></p> <p>3.5 <i>The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.</i></p> <p>3.6 <i>The Company may also carry out all and any commercial distribution operations of products, outside of manufacturing, both in Luxembourg and abroad. The Company may thus carry out all the below mentioned activities as well as all services related thereto:</i></p> <p>(a) <i>the sale and distribution, whether through wholesale, retail, or otherwise, of beauty products, cosmetics, perfumes, soaps and all and any body hygiene products, household scents and products, regional-themed products and specialties, dietetic products, jewellery and food products;</i></p> <p>(b) <i>the installation and fitting of store and shop furniture, display counters and other shop fittings, the logistical assistance in view of the creation, setting up and fitting of, amongst other things, shops, beauty parlours, spas, restaurants and cafes;</i></p> <p>(c) <i>the performance of all and any services, the supply of all and any products and accessories relating to the household sector; and</i></p> <p>(d) <i>the provision of services such as beauty and cosmetic treatments, spa related services and treatments, restauration and food and beverage services.</i></p> <p>3.7 <i>The Company may moreover carry out all and any commercial, industrial and financial operations, both movable and immovable, which may directly or indirectly relate to its own corporate purpose or likely to promote its development or fulfilment.”</i></p>			

Special Resolutions (see Note 3)		For	Against	Abstain
14.	<p>To amend Article 15.34 of the Articles of Association, which shall henceforth read as follows:</p> <p><i>“15.34 If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of Shares specified in such authorisation, notwithstanding any contrary provision contained in these Articles. The Shares may also be held by a holder through a securities settlement system or a professional depository or any sub-depository. The holder of Shares held in such fungible securities accounts has the same rights and obligations as if such holder held the Shares directly.”</i></p>			

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2021

Signature(s) \_\_\_\_\_ (see Note 4)

Notes:

1. 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).
2. 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.
3. **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.
4. 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.
5. 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.
6. 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 4:00 p.m. (Hong Kong time) on Monday, 27 September 2021). 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.
7. A proxy need not be a shareholder of the Company.