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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of L’Occitane International S.A. (the “Company”) will be held at 27th Floor, Jardine House, One Connaught Place, Hong Kong on Friday, 21 June 2024 at 4:00 p.m. (Hong Kong Time) for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out below, as ordinary resolution.

Reference is made to the circular of the company dated 5 June 2024 (the “Circular”), of which this notice forms part. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

ORDINARY RESOLUTION

1. “**THAT**

- (a) the GA Disposal, the GA Disposal Agreement and the transactions contemplated thereunder (namely, the GA Disposal) be hereby confirmed, approved and ratified; and
- (b) any Director (or any person designated by them), other than Mr. Reinold Geiger, Mr. Karl Guénard, Mr. André Hoffmann and Mr. Séan Harrington, acting singly or collectively, be and is hereby authorised to do all such acts, including to prepare, sign, execute and deliver all such other documents, instruments and agreements for and on behalf of the Company, and to take any and all steps considered necessary, desirable or expedient by such Director(s) (or person(s) designated by such Director(s)) to implement and/or give effect to the GA Disposal, the GA Disposal Agreement and the transactions contemplated thereunder; and that any member of the Group be and is hereby authorised to, in that member’s absolute discretion deemed appropriate or expedient and in the interests of the Company and the Shareholders as a whole and based on the actual needs of the Group, negotiate, prepare, execute, amend, supplement and perform any and all documents in connection with the GA Disposal and the GA Disposal Agreement (including but not limited to the transactions contemplated thereunder) and proceed with all actions considered by such member to be necessary or desirable to execute, implement, perform or give effect to the GA Disposal and the GA Disposal Agreement (and the transactions contemplated thereunder).”

By order of the Board
L’Occitane International S.A.
Mr. Laurent Marteau
Director and Chief Executive Officer

Luxembourg, 5 June 2024

Registered office:
49, Boulevard Prince Henri
L-1724 Luxembourg
Grand Duchy of Luxembourg

Principal place of business in Hong Kong:
20/F, K11 ATELIER King’s Road
728 King’s Road
Quarry Bay, Hong Kong

Notes:

1. The resolution at this meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company.
3. 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.
4. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by that shareholder.
5. In order to be valid, a form of proxy must be deposited at the 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), as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e., before 4:00 p.m. (Hong Kong time) on Wednesday, 19 June 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person in Hong Kong at the EGM or any adjournment thereof if they so wish, provided that the proxy shall in that case be withdrawn and shall not be taken into account for the voting.
6. The transfer books and register of shareholders will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no share transfers can be registered, for determining the right to attend and vote at the EGM. All transfers accompanied by the relevant share certificate(s) must be lodged with the 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. (Hong Kong time) on Monday, 17 June 2024.
7. A circular containing further details concerning the proposed resolutions contained in this notice will be sent to all shareholders of the Company together with this notice.
8. Unless otherwise specified, references to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive directors of the Company are Mr. Reinold Geiger (Chairman), Mr. André Hoffmann, Mr. Laurent Marteau (Chief Executive Officer), Mr. Karl Guénard (Company Secretary) and Mr. Séan Harrington (Chief Executive Officer of ELEMIS); the non-executive director of the Company is Mr. Thomas Levilion; and the independent non-executive directors of the Company are Mrs. Christèle Hiss Holliger, Mr. Charles Mark Broadley, Ms. Betty Liu and Mr. Jackson Chik Sum Ng.