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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 21 JUNE 2024
AND
FULFILMENT OF CONDITION OF THE OFFERS**

Reference is made to (i) the announcement of the Company dated 2 April 2024 in respect of the GA Disposal; (ii) the circular of the Company dated 5 June 2024 in relation to the GA Disposal (the “**Circular**”); (iii) the announcement jointly issued by the Company and L’Occitane Groupe S.A. (“**LOG**”) on 29 April 2024; and (iv) the announcement jointly issued by the Company and L’Occitane Holding S.A. (the “**Offeror**”) on 17 June 2024 in relation to the Offers (the “**Offer Announcement**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING

At the EGM held on 21 June 2024, voting on the proposed resolution in respect of the GA Disposal as set out in the notice of the EGM dated 21 June 2024 was taken by poll.

As at the date of the EGM, the total number of issued Shares was 1,476,964,891 Shares of which 1,996,691 Shares were held in treasury. LOG, Mr. Reinold Geiger, Mr. Karl Guénard, Mr. André Hoffmann, in aggregate, controlled, directly or indirectly (through their respective associates) 1,071,328,991 Shares (representing approximately 72.63% of the total issued and outstanding Shares) were required to abstain and did abstain from voting on the resolution to approve the GA Disposal. Accordingly, excluding 1,996,691 Shares held in treasury as at the record date (i.e. 17 June 2024), the total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM was 403,639,209.

Members of the J.P. Morgan group who are exempt principal traders for the purposes of the Takeovers Code did not exercise the voting rights attached to the Shares owned by them in relation to the proposed resolution in respect of the GA Disposal. Members of the Goldman Sachs group who are exempt principal traders for the purposes of the Takeovers Code did not exercise the voting rights attached to the Shares owned by them (other than those Shares held by such exempt principal traders as a custodian for and on behalf of non-discretionary clients who are not concert parties of the Offeror or the Company (to the extent that the relevant exempt principal trader is aware, having made reasonable enquiries) and over which such exempt principal traders have no voting discretion) in relation to the proposed resolution in respect of the GA Disposal.

Directors of the Company, namely, Mr. Laurent Marteau, Mr. Karl Guénard, Ms. Betty Liu and Mrs. Christèle Hiss Holliger attended the EGM by electronic means. The EGM was chaired by Ms. Betty Liu, an independent non-executive Director.

Other than LOG, Mr. Reinold Geiger, Mr. Karl Guénard, Mr. André Hoffmann, (i) no other Shareholder is involved in or interested in the GA Disposal or is required to abstain from voting on the resolution in respect of the GA Disposal at the EGM; (ii) no other Shareholder has stated his/her intention in the Circular to vote against or to abstain from voting on the resolution in respect of the GA Disposal at the EGM; and (iii) there is no Share entitling the holder to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The resolution in respect of the GA Disposal proposed at the EGM was approved by the Shareholders. The poll results in respect of the resolution were as follows:

Ordinary Resolution*		Number of Votes (%)		
		For	Against	Abstain
1.	<p>(a) To approve the GA Disposal, the GA Disposal Agreement and the transactions contemplated thereunder (namely, the GA Disposal); and</p> <p>(b) To authorise:</p> <p>(i) 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, 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) to implement and/or give effect to the GA Disposal, GA Disposal Agreement and the transactions contemplated thereunder; and</p> <p>(ii) any member of the Group to negotiate, prepare, execute, amend, supplement and perform any and all documents in connection with the GA Disposal and the GA Disposal Agreement 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).</p>	289,269,359 (99.998564%)	4,155 (0.001436%)	717,750 (0.000000%)

* The full text of the resolution is available in the notice of the EGM.

As more than 50% of votes were cast in favour of the resolution in respect of the GA Disposal, the resolution was approved by the Shareholders.

FULFILMENT OF CONDITION OF THE OFFERS

As stated in the Offer Announcement, the Offers are conditional upon, among others, obtaining consent from the Executive in respect of the GA Disposal, which, in turn, would be conditional upon: (i) the Independent Financial Adviser giving a public opinion that the terms of the GA Disposal are fair and reasonable; and (ii) Disinterested Shareholders approving, by ordinary resolution, the GA Disposal at the EGM.

On 19 June 2014, the Executive granted its consent to the GA Disposal, subject to the GA Disposal being approved by a vote of the Disinterested Shareholders at an extraordinary general meeting of the Company.

As the Independent Financial Adviser had given a public opinion that the terms of the GA Disposal are fair and reasonable in Appendix III to the Circular headed "Letter from Independent Financial Adviser", and the Disinterested Shareholders approved the GA Disposal at the EGM, Condition (f) to the Share Offer as set out in the Offer Announcement has been fulfilled. Further announcement(s) in relation to the latest status of the Offers will be made by the Company jointly with the Offeror in due course.

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

Luxembourg, 21 June 2024

As at the date of this announcement, the executive Directors 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 is Mr. Thomas Levilion, and the independent non-executive Directors are Mrs. Christèle Hiss Holliger, Mr. Charles Mark Broadley, Ms. Betty Liu and Mr. Jackson Chik Sum Ng. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.