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If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in L'Occitane International S.A., you should at once hand this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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L'OCCITANE

EN PROVENCE

L'Occitane International S.A.

Société Anonyme

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)

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
REPURCHASE MANDATE TO REPURCHASE SHARES
ADOPTION OF SHARE OPTION PLAN
ADOPTION OF FREE SHARE PLAN
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of L'Occitane International S.A. (the "Company") to be held at the registered office of the Company at 1 rue du Fort Rheinsheim, L-2419 Luxembourg on Thursday, 30 September 2010 at 10:00 a.m. CET / 4:00 p.m. Hong Kong is set out on pages 21 to 26 of this circular. You may also attend a management presentation in Hong Kong, at Pacific Place Convention Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong also to be held on Thursday, 30 September 2010 at 4.00 p.m. Hong Kong time, at which the Company's management will report on the business activities of the Company and will be available to answer questions. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish.

7 September 2010

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at the registered office of the Company at 1 rue du Fort Rheinsheim, L-2419 Luxembourg on Thursday, 30 September 2010 at 10:00 a.m. CET / 4:00 p.m. Hong Kong or any adjournment thereof and notice of which is set out on pages 21 to 26 of this circular. In this context reference is also made to a management presentation at Pacific Place Convention Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong
“Articles of Association”	the articles of association of the Company adopted on 15 April 2010, as amended from time to time
“Board”	the board of Directors
“Company”	L’Occitane International S.A., a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg on 22 December 2000 having its registered office at 1, rue du Fort Rheinsheim, L-2419 Luxembourg, registered with the Luxembourg trade and companies register under registration number B80359 with limited liability, with its shares listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Person(s)”	Employees, Directors and Shareholders selected to participate in the Share Option Plan
“Employee(s)”	employees of the Group
“Free Share(s)”	Share to be issued pursuant to the Free Share Plan
“Free Share Plan”	the proposed 2010 free share plan to be adopted by the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such general mandate

DEFINITIONS

“Grantee”	any Participant who accepts an offer in accordance with the terms of the Share Option Plan or Free Share Plan, as applicable, or (where the context so permits) any person who is entitled to any Option of Free Share, as applicable, in consequence of the death of the original Grantee
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	31 August 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“LOG”	L’Occitane Group S.A., a company incorporated under the laws of Luxembourg with limited liability on 26 March 2007 and the controlling shareholder of the Company
“Luxembourg Companies Law”	the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time
“Option(s)”	options to subscribe for the shares pursuant to the Share Option Plan
“Participant”	(i) any eligible Director, Employee or Shareholder in the case of the Share Option Plan or (ii) any eligible Employee in the case of the Free Share Plan, who the Board considers, in its sole discretion, have contributed or will contribute to the business growth and value of the Group
“Plan Period”	the validity of the authorisation of the Share Option Plan or Free Share Plan, as applicable, representing the time period in which the Board could grant the Options or Free Shares, as applicable, being three years
“Prospectus”	the prospectus of the Company dated 26 April 2010
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such repurchase mandate

DEFINITIONS

“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of EUR0.03 each in the capital of the Company
“Share Option Plan”	the proposed 2010 share option plan to be adopted by the Company, the principal terms of which are set out in Appendix I of this circular
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time

LETTER FROM THE BOARD

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Société Anonyme

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)

Executive Directors:

Reinold Geiger (*Chairman and Chief Executive Officer*)

Emmanuel Laurent Jacques Osti

André Joseph Hoffmann

Thomas Levilion

Registered office:

1, rue du Fort Rheinsheim

L-2419 Luxembourg

*Principal place of business
in Hong Kong:*

14/F., Universal Trade Centre

3 Arbuthnot Road

Central, Hong Kong

Non-executive Directors:

Karl Guenard

Martial Thierry Lopez

Pierre Maurice Georges Milet

Independent Non-executive Directors:

Charles Mark Broadley

Susan Saltzbart Kilsby

Jackson Chik Sum Ng

7 September 2010

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATE TO ISSUE SHARES
REPURCHASE MANDATE TO REPURCHASE SHARES
ADOPTION OF SHARE OPTION PLAN
ADOPTION OF FREE SHARE PLAN
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandate to issue Shares; (ii) the grant of the Repurchase Mandate to repurchase Shares; (iii) the adoption of a Share Option Plan; and (iv) adoption of a Free Share Plan.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 3(A) will be proposed to grant the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional shares in the share capital of the Company up to 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the General Mandate. The General Mandate will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the General Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the General Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,476,964,891 Shares. Subject to the passing of ordinary resolution no. 3(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 295,392,978 Shares. In addition, subject to a separate approval of the ordinary resolution no. 3(C), the number of Shares purchased by the Company under ordinary resolution no. 3(B) will also be added to the 20 per cent General Mandate as mentioned in the ordinary resolution no. 3(A) provided that such aggregated amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution in relation to the Repurchase Mandate. The Repurchase Mandate will end on (i) the conclusion of the next annual general meeting of the Company following the passing of the Repurchase Mandate; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of Shareholders in general meeting, whichever is the earliest.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with code provision A.4.2 as set out in Appendix 14 to the Listing Rules, every director, including those appointed for a specific term, should be subject to retirement by rotation at

LETTER FROM THE BOARD

least once every three years. In addition, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. In accordance with Article 10.1 of the Articles of Association, the Directors shall be elected by the shareholders at a general meeting, which shall determine their number and term of office. The term of the office of a Director shall be not more than three years, upon the expiry of which each shall be eligible for re-election.

The Company has complied with all the applicable provisions set out above. The annual report of the Company dated 24 June 2010 stated that some Directors were to be re-elected at the Annual General Meeting. Following internal clarification, all the Directors of the Company have confirmed that such Directors had already been re-elected in 2009 and are therefore not subject to retire by rotation and offer themselves for re-election as directors at the Annual General Meeting. Accordingly, no resolution in respect of re-election of retiring directors will be put forward at the Annual General Meeting.

ADOPTION OF SHARE OPTION PLAN

1. Purpose of the Share Option Plan

The Share Option Plan will provide Eligible Person(s) with an opportunity to have a personal stake in the Company through an offer of grant of Options. The Shares subject to the Share Option Plan are identical in nature with the other Shares of the Company.

The purpose of the Share Option Plan is to achieve the following objectives:

- to motivate the Eligible Person(s) to optimise their performance, effectiveness and efficiency for the benefit of the Group; and
- to attract and retain or otherwise maintain ongoing business relationship with the Eligible Person(s) whose contributions are or will be beneficial to the long-term growth of the Group.

2. Key Features of the Share Option Plan

The Remuneration Committee, limited to its two independent non-executive Directors, is responsible for determining each year whether any grant of Options to executive Directors will be awarded and the performance targets to be used and will make recommendations to the Board for approval. No Options may be granted to executive Directors in the absence of the recommendation by the independent non-executive Directors of the Remuneration Committee and as no Director or any of his/her associates shall be involved in deciding his own remuneration, no executive Director will be reviewing and/or approving his own remuneration in the Remuneration Committee and or/on the Board even if the executive Director was a member of the Remuneration Committee.

In addition, the Share Option Plan state that any grant of Options , as applicable, proposed to be made to an Eligible Person who is a director, chief executive or substantial shareholder of the Company, or any of their respective associates must first be approved by all independent

LETTER FROM THE BOARD

non-executive directors of the Company (excluding any independent non-executive Director who is the proposed Grantee of such Options). No Option shall be granted to any Eligible Person where the Eligible Person is a director, within the period prescribed in the Listing Rules during which a director is prohibited from dealing in the securities of the Company.

The Share Option Plan also state that no Option shall be granted to any Eligible Person (including but not limited to a director, chief executive or substantial shareholder of the Company) after a price sensitive event has occurred until an announcement of such price sensitive information has been duly published. Any grant of Options proposed to be made to an Eligible Person who is a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, must first be approved by the Shareholders in general meeting if the Shares issued upon the exercise of such Options proposed to be granted to such person in the 12-month period up to and including the date of such grant (a) represent in aggregate over 0.1 per cent of the number of Shares then in issue; and (b) have an aggregate value, based on the closing price of Shares at the date of each grant, in excess of HK\$5 million.

Under the rules of the Share Option Plan, the Board may during the Plan Period at its discretion make an offer to grant an Option made in accordance with the Share Option Plan to an Eligible Person subject to such conditions as it may think fit. Under the rules of the Share Option Plan, the Board may at its discretion, determine the period of time during which the right to exercise the Option in respect of all or some of the Shares to which the Option relates, will vest subject to and in accordance with the terms and conditions of the grant of the Option. The Board takes the view that the vesting period shall commence on the fourth anniversary from the date of grant to retain ongoing business relationship with the Eligible Persons and to provide a longer period for performance measurement.

3. Compliance with the Listing Rules

The provisions of the Share Option Plan will comply with the requirements of Chapter 17 of the Listing Rules. With respect to the operation of the Share Option Plan, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

None of the Directors is a trustee of the Share Option Plan or has any direct or indirect interest in such trustee, if any.

4. Plan Mandate Limit

Currently the Company does not have a Share Option Plan.

The total number of Options subject to the Share Option Plan is 1.5% of the Company's issued share capital as at the date of adoption of the Share Option Plan.

5. Maximum number of Shares

Based on the 1,476,964,891 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued share capital of the Company before the AGM, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the Share Option Plan are 22,154,473 Shares, being approximately 1.5% of the issued share capital of the Company as set out in the above 4. Plan Mandate Limit.

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6. Value of Share Options

The Board considers that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Plan as at the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include but are not limited to the exercise price, vesting period, exercise period and the conditions that an Option is subject to. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

7. Conditions for the adoption of the Share Option Plan

The adoption of the Share Option Plan is conditional upon:

- (a) the passing of an ordinary resolution to adopt the Share Option Plan by the Shareholders; and
- (b) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, any Shares which may fall to be issued by the Company pursuant to the exercise of Options in accordance with the terms of the Share Option Plan.

A summary of the principal terms of the Share Option Plan is set out in Appendix I of this circular.

ADOPTION OF FREE SHARE PLAN

The Company proposes to adopt a Free Share Plan. The Free Share Plan is not a scheme covered under Chapter 17 of the Listing Rules and accordingly the provisions of the Free Share Plan will not be required to comply with the requirements of Chapter 17 of the Listing Rules. However, under applicable Luxembourg law, the Free Share Plan will require Shareholders' approval.

The principal terms of the Free Share Plan is set out below. Any grant of Free Shares shall be granted under the General Mandate.

1. Purpose of the Free Share Plan

The Free Share Plan will provide Employees with an opportunity to have a personal stake in the Company through an offer of grant of Free Shares.

The purpose of the Free Share Plan is to achieve the following objectives:

- to motivate Employees to optimise their performance, effectiveness and efficiency for the benefit of the Group; and
- to attract and retain or otherwise maintain ongoing business relationship with Employees whose contributions are or will be beneficial to the long-term growth of the Group.

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2. Participants

The Participants of the Free Share Plan are Employees only. Free Shares will not be granted to connected persons (as defined in the Listing Rules) of the Company. In determining the basis of eligibility of each Participant, the Board will take into account such factors as it may at its discretion consider appropriate, including but not limited to whether the Participant has contributed or will contribute to the business growth and value of the Group.

3. Grant of Free Shares

Under the rules of the Free Share Plan, the Board may during the Plan Period at its discretion grant Free Shares in accordance with the Free Share Plan to an Employee subject to such conditions as the Board may think fit. The Board may at its discretion, determine the period of time during which to allocate the Free Shares in respect of all or some of the Shares to which the grant of Free Shares relate will vest subject to and in accordance with the terms and conditions of the grant of Free Shares.

In addition, the Board may at its discretion grant Free Shares to a Grantee who has previously acquired Shares, on the condition that the Grantee hold onto those Shares for a specified period of time, any performance targets to be imposed have been met and/or any other conditions as the Board may think fit.

4. Number of shares subject to the Free Share Plan

The total number of Free Shares subject to the Free Share Plan is 0.5% of the Company's issued share capital as at the date of adoption of the Free Share Plan.

5. Duration and performance target

The validity of the authorisation of the plan representing the time period in which the Board could grant the Free Shares is three years.

The vesting period of the Free Shares is set at four years or such other vesting period as the Board may specify at the time of the grant. Subject to exceptions, Grantees leaving the employment of the Company within four years of receiving a grant of Free Shares would in principle forfeit the respective Free Shares.

The Grantee may be required to achieve performance targets as the Board may specify in the grant before any Free Shares can be allocated.

6. Termination

The Company by ordinary resolution of the shareholders, or the Board, may at any time terminate the operation of the Free Share Plan, and in such event, no further Free Shares will be offered or granted, but in all other respects the Free Share Plan shall remain in full force and effect. Any granted but unallocated Free Shares shall continue to be exercisable in accordance with their terms of issue after the termination of the Free Share Plan.

LETTER FROM THE BOARD

7. Transferability of Free Shares

Free Shares shall be personal to the Grantee and shall not be assignable or transferable. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Free Share.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement in this circular misleading.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 21 to 26 of this circular is the notice of Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and if thought fit approve the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the adoption of the Share Option Plan and the adoption of the Free Share Plan.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Furthermore, in accordance with Article 15.5 of the Articles of Association, at any general meeting, any resolution put to the vote of the meeting shall be decided by poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her name in the register of Shareholders. A Shareholder entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same manner.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the adoption of the

LETTER FROM THE BOARD

Share Option Plan and the adoption of the Free Share Plan are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting. The Directors envisage that the independent non-executive directors will become Grantees of the Share Option Plan and accordingly the independent non-executive directors are not in a position to recommend the Shareholders to vote either in favour of or against the resolutions relating to the adoption of the Share Option Plan.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the rules of the Share Option Plan will be available for inspection at the head office at 1 rue du Fort Rheinsheim, L-2419 Luxembourg and the principal place of business in Hong Kong at 14 / F, Universal Trade Centre, 3 Arbuthnot Road, Central, Hong Kong during normal business hours on any business day (other than Saturdays) from 14 September 2010 to and including the date of the Annual General Meeting.

Yours faithfully
By order of the Board
L'Occitane International S.A.
Mr. Reinold Geiger
Chairman

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

1. Purpose

The Share Option Plan will provide Eligible Person(s) with an opportunity to have a personal stake in the Company through an offer of grant of Options.

The purpose of this Share Option Plan is to achieve the following objectives:

- to motivate the Eligible Person(s) to optimise their performance, effectiveness and efficiency for the benefit of the Group; and
- to attract and retain or otherwise maintain ongoing business relationship with the Eligible Person(s) whose contributions are or will be beneficial to the long-term growth of the Group.

2. Participants

The Participants of the Share Option Plan include employees of the Group, all its Directors including non-executive Directors and Shareholders selected to participate in the Share Option Plan. In determining the basis of eligibility of each Participant, the Board will take into account such factors as it may at its discretion consider appropriate, including but not limited to whether the Participant has contributed or will contribute to the business growth and value of the Group.

3. Grant of Options

Under the rules of the Share Option Plan, the Board may during the Plan Period at its discretion grant Options in accordance with the Share Option Plan to an Eligible Person subject to such conditions as the Board may think fit. The Board may at its discretion, determine the period of time during which the Options can be exercised in respect of all or some of the Shares to which the grant of Options relate will vest subject to and in accordance with the terms and conditions of the grant of Options.

4. Number of shares subject to the Share Option Plan

The total number of Options subject to the Share Option Plan is 1.5% of the Company's issued share capital as at the date of adoption of the Share Option Plan.

The total number of Shares which may be issued upon exercise of Options to be granted under the Share Option Plan or any other Share option plans adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed 10% of the aggregate of the Shares in issue. Options which have lapsed shall not be counted in calculating the 10% limit.

The Company may refresh the 10% limit set out in the paragraph above with shareholders' approval provided that each such limit (as refreshed) may not exceed the 10% of the Shares in issue as at the date of the shareholders' approval. Options previously granted under the Share Option Plan and any other Share option plans adopted by the Company (and to which the provisions of Chapter 17

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

of the Listing Rules are applicable) (including those outstanding, cancelled or lapsed in accordance with the relevant plan or exercised options) will not be counted for the purpose of calculating the limit to be refreshed. In such case, the Company shall send a circular to its shareholders containing the information required under the Listing Rules.

The Company may seek separate approval by shareholders in general meeting for granting Options beyond the 10% limit set out above provided that the Options in excess of the limit are granted only to Participants specially identified by the Company before such approval is sought. In such case, the Company shall send a circular to its shareholders containing the information required under the Listing Rules.

Notwithstanding anything in the above paragraphs, the total number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Plan or any other share option plans adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) must not exceed 30% of the Shares in issue from time to time. No Options may be granted under the Share Option Plan and any other share option plan of the Company if this will result in such limit being exceeded.

5. Maximum entitlement of each Participant under the Share Option Plan

Subject to the following paragraphs, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised, cancelled and outstanding Options) under the Share Option Plan or any other share option plan adopted by the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) in any 12 month period must not exceed 1% of the Shares in issue.

Any further grant of Options which would result in the number of Shares issued as aforesaid exceeding the said 1% limit must be subject to prior shareholders' approval with the relevant Participant and his associates (as defined under the Listing Rules) abstaining from voting. The Company shall send a circular to its Shareholders containing the information required under the Listing Rules. The number and terms of the Options to be granted to such Participant shall be fixed before the shareholders' approval of the grant of such Options and the date of Board meeting for proposing such further grant should be taken as the offer date for the purpose of calculating the exercise price.

In addition, each grant of Options to any director, chief executive or substantial shareholder of the Company (or any of their respective associates) shall be subject to the prior approval of the independent non-executive directors of the Company (excluding any independent non-executive director who is a proposed Grantee of the Option).

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

Where any grant of Options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates (as defined under the Listing Rules), would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12 month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% (or such other higher percentage as may from time to time be specified by the Stock Exchange) of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of such grant, in excess of HK\$5 million (or such other higher amount as may from time to time be specified by the Stock Exchange),

such grant of Options shall be subject to prior approval by the shareholders (voting by way of poll). The Company shall send a circular to its shareholders containing the information required under the Listing Rules.

6. Duration

The validity of the authorisation of the plan representing the time period in which the Board could grant the Options is three years.

The vesting period of the options is set at four years. Subject to exceptions, Grantees leaving the employment of the Company within four years of receiving a grant of options would in principle forfeit the respective options.

The exercise period is set at four years after the date of vesting.

7. Performance target

The Grantee may be required to achieve performance targets as the Board may specify in the grant before any Option can be exercised.

8. Exercise Price

The Exercise Price shall be at a price determined by the Board at its absolute discretion and notified to the Participant and shall be no less than the higher of:

- (i) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the offer date;
- (ii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the offer date (provided that the new issue price shall be used as the closing price for any business day falling within the period before listing of the Shares where the Company has been listed for less than five business days or at the offer date); and

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

(iii) the nominal value of a Share on the date of grant.

9. Lapse of Options

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (i) the expiry of the period of the Option;
- (ii) the expiry of the periods for exercising the Option as specified in the Share Option Plan, including in the event a Grantee ceases to be an Employee or Director, dies, becomes disabled, retires or a general offer by way of a voluntary offer takeover or otherwise is made, of in the event of a compromise or arrangement other than a scheme of arrangement being proposed in connection with a scheme for reconstruction or amalgamation of the Company;
- (iii) subject to the scheme of arrangement becoming effective, the expiry of the period for exercising the Option;
- (iv) subject to a notice to convening a Shareholders' meeting to approve a resolution to voluntarily wind-up the Company, the date of commencement of the winding up of the Company;
- (v) the date on which the Grantee commits a breach of paragraph 13 below;
- (vi) the date on which the Grantee (being an Employee or a Director of any member of the Group) ceases to be an Employee or a Director by reason of the termination of his or her employment, appointment or directorship on the grounds that he or she has been guilty of serious misconduct or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily, provided that whether any one or more of the events specified in the above occur in relation to a Grantee shall in the reasonable opinion of the Board be solely and conclusively determined by the Board;
- (vii) where the Grantee is an Employee, Director of a member of the Group (other than the Company), the date on which such member ceases to be a member of the Group;
- (viii) unless the Board otherwise determines, the date the Grantee ceases to be a Participant (as determined by a Board resolution) for any reason; and
- (ix) the date on which the Option is cancelled by the Board.

An Option granted but not yet vested with the Grantee shall also lapse automatically in the event that the Grantee being an Employee or Director ceases to be an Employee or Director, as the case may be, for whatever reason.

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

10. Reorganisation of capital structure

In the event of any capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of share capital of the Company, but excluding, for the avoidance of doubt, any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, the Board shall determine what adjustment is required to be made to the subscription price and/or the number of shares to be issued on exercise of the Options, and the auditors or financial advisors engaged by the Company for such purpose shall certify in writing to the Board that such adjustments satisfy the requirements set out in Rule 17.03(13) of the Listing Rules and the note thereto and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes (the “Supplemental Guidance”). The capacity of the auditors or financial advisor in this paragraph is that of experts and not of arbitrators and their certification shall, in the absence of manifest error, be final and binding on the Company and the Grantees. The costs of the auditors or financial advisor shall be borne by the Company.

Any such adjustments shall give the Participant the same proportion of the equity capital of the Company (as interpreted in accordance with the Supplemental Guidance) and any adjustments to the advantage of the Participants to the exercise price or to the number of Shares subject to the Options must be approved by the shareholders of the Company in general meeting, and no adjustment may be made to the extent that Shares would be issued at less than their nominal value. In addition, any adjustment to be made will comply with the Listing Rules, the Supplemental Guidance and any future guidance/interpretation of the Listing Rules issued by the Stock Exchange from time to time.

11. Cancellation of Options

The Board may at any time cancel Options previously granted to, but not yet exercised by a Grantee. Where the Company cancels Options and offers Options to the same Grantee, the offer of such new Options may only be made with available Options to the extent not yet granted (excluding the cancelled Options) within the limit approved by the shareholders of the Company as mentioned in paragraph 4 above.

12. Termination

The Company by ordinary resolution of the shareholders, or the Board, may at any time terminate the operation of the Share Option Plan, and in such event, no further Options will be offered or granted, but in all other respects the Share Option Plan shall remain in full force and effect. Any granted but unexercised Options shall continue to be exercisable in accordance with their terms of issue after the termination of the Share Option Plan.

13. Transferability of Options

An Option shall be personal to the Grantee and shall not be assignable or transferable. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interests in favour of any third party over or in relation to any Option.

APPENDIX I THE PRINCIPAL TERMS OF THE SHARE OPTION PLAN

14. Voting and Dividend Rights

No voting rights shall be exercisable and no dividends or other distributions shall be payable in relation to Options that have not been exercised. The Shares to be allotted upon the exercise of an Option granted under the Share Option Plan will be subject to all the provisions of the Company's Articles of Association and will rank pari passu with the other fully paid Shares in issue on the date of allotment and accordingly will entitle an Option holder, to the extent the Options have been duly exercised and the Shares are accordingly duly issued to the Option holder, to participate in all dividends or other distributions paid or made on or after the date of allotment, including those arising on a liquidation of the Company, other than any dividend or other distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment.

15. Amendments

Subject to the terms set out in the paragraph below, the Board may amend in writing any of the provisions of the Share Option Plan (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the Share Option Plan, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any Grantee at that date). Those specific provisions of the Share Option Plan which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Participants, and no changes to the authority of the directors or administrator of the Share Option Plan in relation to any alteration of the terms herein shall be made, without the prior approval of Shareholders in general meeting.

Any alterations to the terms and conditions of the Share Option Plan which are of a material nature, or any change to the terms of Options granted, must be approved by the shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the Share Option Plan. The Share Option Plan so altered must comply with Chapter 17 of the Listing Rules.

Any change to the authority of the Board or administrators of the Share Option Plan in relation to any alteration to the terms of the Share Option Plan must be approved by Shareholders in general meeting.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,476,964,891 Shares of nominal value of EUR0.03 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 147,696,489 Shares which represent 10 per cent of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by applicable law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the Luxembourg Companies Law. The Luxembourg Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Luxembourg Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Luxembourg Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and may not impact on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 March 2010, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Luxembourg.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Saved as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Reinold Geiger was beneficially interested in 1,071,827,891 Shares and was deemed to be interested in 1,071,827,891 Shares of the Company, representing an approximate total of 72.57 per cent of the existing issued share capital of the Company. The 1,071,827,891 Shares were held by Société d'Investissement Cime S.A., which is a company wholly owned by Mr. Reinold Geiger. Société d'Investissement Cime S.A. in turn was the beneficial owner of approximately 51.94% of the entire issued share capital of LOG. Mr. Reinold Geiger was therefore deemed under the Securities and Futures Ordinance to be interested in 1,071,827,891 Shares registered in the name of LOG. Furthermore, Ms. Dominique Maze-Sencier, Mr. Geiger's wife, was also deemed under the Securities and Futures Ordinance to be interested in shares in LOG in which Mr. Geiger was interested. In the event that the Directors should exercise in full the Repurchase Mandate, Mr. Reinold Geiger's interests in the Company will be increased to approximately 80.63 per cent of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company from 7 May 2010 (the date on which the Shares commenced listing on the Stock Exchange) to the Latest Practicable Date.

SHARE PRICES

Since the Company was listed on the Stock Exchange on 7 May 2010, the highest and lowest traded prices for Shares recorded on the Stock Exchange for the period from 7 May 2010 (the date on which the Shares commenced listing on the Stock Exchange) to the Latest Practicable Date were as follows:

Month	Highest	Lowest
	traded prices	traded prices
	<i>HK\$</i>	<i>HK\$</i>
2010		
May	16.32	13.80
June	18.62	15.82
July	17.60	16.20
August (up to the Latest Practicable Date)	17.20	16.00

NOTICE OF ANNUAL GENERAL MEETING

L'OCCITANE

EN PROVENCE

L'Occitane International S.A.

Société Anonyme

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of L'Occitane International S.A. (the "Company") will be held at 1 rue du Fort Rheinsheim, L-2419 Luxembourg on Thursday, 30 September 2010 at 10:00 a.m. CET / 4:00 p.m. Hong Kong (with a management presentation at Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

Ordinary Resolutions

To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

1. "To receive and adopt the statutory accounts and the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2010."
2. (A) "**That** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") 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 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"), the Share Option Plan 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 and to allot and issue 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."
- (B) "**That** conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the allocation of Free Shares to be granted under the Free Share Plan 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"), the Free Share Plan be and is hereby approved and adopted; and the

NOTICE OF ANNUAL GENERAL MEETING

Directors be and are hereby authorised to grant Free Shares to the Eligible Persons under the Free Share Plan and to allot and issue 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.”

3. (A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) exercise of any option under the option plan of the Company or any other option, plan or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof whose names appear on the register of shareholders on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution :
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
 - (C) “**That** conditional upon the resolutions numbered 3(A) and 3(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 3(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 3(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolutions.”

Special Resolutions

1. To authorise the board of directors to fix the remuneration of the directors.
2. To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the board of directors to fix their remuneration.
3. To grant discharge to the Directors for the exercise of their mandate during the financial year ended 31 March 2010.

NOTICE OF ANNUAL GENERAL MEETING

4. To grant discharge to the auditors for the exercise of their mandate during the financial year ended 31 March 2010.

By order of the Board of Directors
L'Occitane International S.A.
Mr. Reinold Geiger
Chairman

Hong Kong, 7 September 2010

Registered office:

1, rue du Fort Rheinsheim
L-2419 Luxembourg

*Principal place of business
in Hong Kong:*

14/F., Universal Trade Centre
3 Arbuthnot Road
Central, Hong Kong

Notes:

- (i) Resolution numbered 3(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 3(A) and 3(B) are passed by the shareholders of the Company (the "Shareholders").
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company.
- (iii) 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.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M, 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 appointed for the holding of the above meeting or any adjournment thereof. 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.
- (v) The transfer books and register of Shareholders will be closed from 24 September 2010 to 30 September 2010, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificate(s) must be lodged with the 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 22 September 2010.

NOTICE OF ANNUAL GENERAL MEETING

- (vi) In respect of the ordinary resolution numbered 3(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of ordinary resolution numbered 3(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of Shareholders. The Explanatory Statement containing the information necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 7 September 2010.