

# 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)**

### 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, Mr. Ingo Dauer of CP102-Route de la Galaise 2, 1228 Plan-les Ouates (GE), Suisse or failing him, Ms. Sylvie Duvieusart-Marquant of 1 rue du Fort Rheinsheim, L-2419 Luxembourg or failing 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 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 time and at any adjournment thereof or on any resolution or motion which is proposed thereat.

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.

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
1.	To receive and adopt the statutory accounts and 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 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 of Hong Kong Limited 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 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) To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the authority given to the directors pursuant to ordinary resolution no. 3(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 3(B).		

Special Resolutions (see Note 3)		For	Against
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.		
4.	To grant discharge to the auditors for the exercise of their mandate during the financial year ended 31 March 2010.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2010

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

*Notes:*

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialised by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.