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# L'OCCITANE

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## 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 ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2016 AND PAYMENT OF FINAL DIVIDEND

At the annual general meeting (the “AGM”) of L’Occitane International S.A. (the “Company”) held on 28 September 2016, voting on all the proposed resolutions as set out in the notice of the AGM dated 29 July 2016 was taken by poll.

As at the date of the AGM, the total number of issued shares of the Company was 1,476,964,891 shares of which 12,405,670 shares were held in treasury. The total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM was 1,464,559,221. There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

Mr. Ingo Dauer and Computershare Hong Kong Investors Services Limited, the Company’s branch share registrar, were appointed as joint scrutineers at the AGM for the purpose of vote-taking. All the resolutions were approved by the shareholders of the Company (the “Shareholders”). The poll results in respect of the respective resolutions proposed at the AGM were as follow:

| <b>ORDINARY RESOLUTIONS</b> |   | <b>No. of Votes (%)</b>       |                      |
|-----------------------------|---|-------------------------------|----------------------|
|                             |   | <b>For</b>                    | <b>Against</b>       |
| 1.                          | To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2016 and to acknowledge the content of the reports of the board of directors and the auditor of the Company. | 1,276,939,565<br>(99.999902%) | 1,250<br>(0.000098%) |

| ORDINARY RESOLUTIONS |   | No. of Votes (%)               |                             |
|----------------------|---|--------------------------------|-----------------------------|
|                      |   | For                            | Against                     |
| 2.                   | To declare a final dividend of a total amount of €42,736,747 for the year ended 31 March 2016.  | 1,277,005,565<br>(100.000000%) | 0<br>(0.000000%)            |
| 3.                   | To re-elect the following retiring directors of the Company for a term of 3 years:  |                                |                             |
|                      | (i) Mrs. Valérie Irène Amélie Monique Bernis as independent non-executive director of the Company   | 1,276,616,716<br>(99.969707%)  | 386,849<br>(0.030293%)      |
|                      | (ii) Mr. Pierre Maurice Georges Milet as independent non-executive director of the Company  | 1,277,002,565<br>(99.999902%)  | 1,250<br>(0.000098%)        |
| 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). | 1,070,777,349<br>(83.889547%)  | 205,635,968<br>(16.110453%) |
|                      | (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 HKD10 and HKD30.   | 1,277,001,065<br>(99.999648%)  | 4,500<br>(0.000352%)        |
|                      | (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).  | 1,093,957,584<br>(85.665994%)  | 183,045,731<br>(14.334006%) |
| 5.                   | To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2017.   | 1,276,877,815<br>(99.990055%)  | 127,000<br>(0.009945%)      |

| ORDINARY RESOLUTIONS |   | No. of Votes (%)              |                            |
|----------------------|---|-------------------------------|----------------------------|
|                      |   | For                           | Against                    |
| 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.  | 1,276,873,940<br>(99.990153%) | 125,750<br>(0.009847%)     |
| 7.                   | (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 2016 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 2016”), the Share Option Plan 2016 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 2016 and to allot and issue Shares or, transfer Treasury Shares out of treasury, representing up to 2.0% of the Company’s issued shares as at the date of this resolution (excluding Treasury 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 2016. | 1,158,069,221<br>(90.686469%) | 118,934,094<br>(9.313531%) |

| <b>ORDINARY RESOLUTIONS</b> |  | <b>No. of Votes (%)</b>       |                        |
|-----------------------------|--|-------------------------------|------------------------|
|                             |  | <b>For</b>                    | <b>Against</b>         |
|                             | (B) That the Free Share Plan 2016 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 2016”) 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 2016 and to allot and issue Shares or, transfer Treasury Shares out of treasury, representing up to 0.4% 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 2016. | 1,276,093,747<br>(99.928773%) | 909,568<br>(0.071227%) |
| <b>SPECIAL RESOLUTIONS</b>  |  | <b>No. of Votes (%)</b>       |                        |
|                             |  | <b>For</b>                    | <b>Against</b>         |
| 8.                          | To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities.  | 1,276,992,065<br>(99.999139%) | 11,000<br>(0.000861%)  |
| 9.                          | To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2016.   | 1,276,860,565<br>(99.999980%) | 250<br>(0.000020%)     |
| 10.                         | To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2016.   | 1,276,733,565<br>(99.990034%) | 127,250<br>(0.009966%) |

| SPECIAL RESOLUTIONS |  | No. of Votes (%)               |                        |
|---------------------|--|--------------------------------|------------------------|
|                     |  | For                            | Against                |
| 11.                 | To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.  | 1,277,003,815<br>(100.000000%) | 0<br>(0.000000%)       |
| 12.                 | To renew the authorisation granted to the board of directors of the Company until 16 June 2015, for an additional period of five years, 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 of 10 August 1915 on commercial companies, as amended from time to time, 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 32-3 (5) of the Luxembourg Companies law of 10 August 1915 on commercial companies, as amended from time to time. | 1,276,638,245<br>(99.971353%)  | 365,820<br>(0.028647%) |

As more than 50% of votes were cast in favour of the ordinary resolutions nos. 1 to 7 and not less than 75% of votes were cast in favour of special resolutions nos. 8 to 12, all of the above resolutions were approved by the Shareholders. Shareholders may refer to the notice of the AGM and the circular of the Company dated 29 July 2016 for details of the above resolutions.

#### **PAYMENT OF FINAL DIVIDEND**

The final dividend of €0.0291 per share (inclusive of applicable tax) was approved in the above ordinary resolution no. 2 at the AGM. The payment shall be paid in Euros, except that payment to Shareholders whose names appear on the register of members in Hong Kong shall be paid in Hong Kong dollars. The relevant exchange rate for the payment of the final dividend will be the opening buying T/T rate of Hong Kong dollars to Euros as announced by the Hong Kong Association of Banks ([www.hkab.org.hk](http://www.hkab.org.hk)) on the day of the approval of the dividend payment (i.e. 28 September 2016) (Euro 1: HK\$ 8.5890). Accordingly, the amount of final dividend

payable in Hong Kong dollars will be approximately HK\$ 0.25 per share. Such dividend will be payable on Thursday, 20 October 2016 to Shareholders whose names appear on the register of members on Tuesday, 11 October 2016 (i.e. the Dividend Record Date). To determine eligibility for the final dividend, the register of members of the Company will be closed from Wednesday, 5 October 2016 to Tuesday, 11 October 2016, both days inclusive, during which period no shares can be registered. In order to be entitled to receive the final dividend, 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 Tuesday, 4 October 2016. The final dividend will be paid after retention of the appropriate withholding tax under Luxembourg laws. Detailed information about procedures for reclaiming all or part of the withholding tax in accordance with the provisions of the double tax treaty between Luxembourg and Hong Kong was set out in the Company's circular dated 29 July 2016.

By Order of the Board  
**L'Occitane International S.A.**  
**Reinold Geiger**  
*Chairman*

Luxembourg, 28 September 2016

*As at the date of this announcement, the executive directors of the Company are Mr. Reinold Geiger (Chairman and Chief Executive Officer), Mr. André Hoffmann (Vice-Chairman & Managing Director Asia-Pacific), Mr. Domenico Trizio (Group Managing Director), Mr. Thomas Levilion (Group Deputy General Manager, Finance and Administration) and Mr. Karl Guénard (Joint Company Secretary), the non-executive director of the Company is Mr. Martial Lopez and the independent non-executive directors of the Company are Mrs. Valérie Bernis, Mr. Charles Mark Broadley, Mr. Pierre Milet and Mr. Jackson Chik Sum Ng.*