Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 ANNUAL GENERAL MEETING HELD ON 29 SEPTEMBER 2021 AND PAYMENT OF FINAL DIVIDEND AND RETIREMENT OF NON-EXECUTIVE DIRECTOR AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE

At the annual general meeting (the "**AGM**") of L'Occitane International S.A. (the "**Company**") held on 29 September 2021, voting on all the proposed resolutions as set out in the notice of the AGM dated 30 July 2021 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 8,194,370 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 1,469,234,021, being the total number of issued shares of the Company excluding the 7,730,870 shares held in treasury as at the last registration date (i.e. 23 September 2021). There were no restrictions on any shareholders casting votes on any of the proposed resolutions at the AGM.

Mr. Didier Sabbatucci, Deputy Company Secretary of the Company and Computershare Hong Kong Investor 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:

Ordinary Resolutions		**No. of Votes (%)**		
		For	**Against**	**Abstain**
1.	To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2021 and to acknowledge the content of the reports of the board of directors and the auditor of the Company.	1,204,298,239 (99.355279%)	7,814,750 (0.644721%)	927,750
2.	To declare a final dividend of a total amount of €54,100,000 for the year ended 31 March 2021.	1,212,089,669 (99.981826%)	220,320 (0.018174%)	730,750
3.	To re-elect the following retiring directors of the Company for a term of 3 years:			
	(i) Mr. Reinold Geiger as an executive director of the Company	1,199,630,116 (98.954073%)	12,679,873 (1.045927%)	730,750
	(ii) Mr. André Joseph Hoffmann as an executive director of the Company	1,199,139,988 (98.913644%)	13,170,001 (1.086356%)	730,750
	(iii) Mr. Karl Guénard as an executive director of the Company	1,160,267,559 (95.707168%)	52,042,430 (4.292832%)	730,750
	(iv) Mr. Yves Blouin as an executive director of the Company	1,120,121,515 (92.796329%)	86,953,724 (7.203671%)	5,965,500

Ordinary Resolutions		No. of Votes (%)		
		For	Against	Abstain
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).	1,064,943,678 (87.844173%)	147,366,311 (12.155827%)	730,750
	(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 HK$15 and HK$50.	1,210,229,089 (99.828352%)	2,080,900 (0.171648%)	730,750
	(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).	1,078,380,799 (88.952562%)	133,929,190 (11.047438%)	730,750
5.	To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2022.	1,211,464,925 (99.930293%)	845,064 (0.069707%)	730,750
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.	1,211,464,925 (99.930293%)	845,064 (0.069707%)	730,750
7.	To approve and adopt the Free Share Plan 2021 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 "Free Share Plan 2021"); and to authorise the Directors to grant Free Shares to the Participants under the Free Share Plan 2021 and to allot and issue Shares or, transfer Treasury Shares out of treasury, representing up to 0.5% 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 2021.	1,087,545,765 (89.708554%)	124,764,224 (10.291446%)	730,750

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
8.	To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors of the Company to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities.	1,210,229,089 (99.828352%)	2,080,900 (0.171648%)	730,750
9.	To grant discharge to the directors of the Company for the exercise of their mandate during the financial year ended 31 March 2021.	1,208,607,477 (99.846484%)	1,858,262 (0.153516%)	2,575,000
10.	To grant discharge to the approved statutory auditor of the Company, PricewaterhouseCoopers for the exercise of its mandate during the financial year ended 31 March 2021.	1,208,916,339 (99.872000%)	1,549,400 (0.128000%)	2,575,000
11.	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.	1,211,632,499 (99.944116%)	677,490 (0.055884%)	730,750
12.	To renew the authorisation granted to the board of directors of the Company for an additional period of five (5) years in an amount of one billion five hundred million euro (EUR1,500,000,000.00), 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 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 420-26 (5) of the Luxembourg Companies Law and consequential amendment of Articles 4.1, 4.2 and 4.3 of the Articles of Association, which shall henceforth read as follows: "*4.1 The subscribed share capital of the Company is set at forty-four million three hundred eight thousand nine hundred forty-six Euro and seventy-three cents (EUR44,308,946.73) represented by one billion four hundred seventy-six million nine hundred sixty-four thousand eight hundred ninety-one (1,476,964,891) Shares with a par value of three euro cent (EUR0.03) each, since 2 June 2010.*	1,212,089,669 (99.981826%)	220,320 (0.018174%)	730,750

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
	4.2 The authorised share capital of the Company is set, in addition to the subscribed share capital, at one billion five hundred million euro (EUR1,500,000,000.00) represented by fifty billion (50,000,000,000) Shares with a par value of three euro cent (EUR0.03) each. Subject always to compliance with applicable provisions of the Listing Rules, during the period of five years from the date of the publication of the creation or amendment of the authorised share capital by general meeting, the Board is authorised to issue Shares, to grant options to subscribe for Shares and to issue any other securities or instruments convertible into Shares, to such persons and on such terms as it shall see fit and specifically to proceed to such issue without reserving for the existing Shareholders a preferential right to subscribe for the issued Shares. *4.3 Subject to the provisions of these Articles and to any direction that may be given by the Company in a general meeting and without prejudice to any special rights conferred on the holders of any existing Shares or attaching to any class of Shares and upon the passing of a resolution at an Extraordinary General Meeting, any Share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may propose to the Extraordinary General Meeting for approval. Subject to the Luxembourg Companies Law and to any special rights conferred on any Shareholders or attaching to any class of Shares, any Share may, with the sanction of a Special Resolution, be issued on terms (which will be specified upon and as a condition of its issue) that it is or at the option of the Company is or at the option of the holder thereof is (as the case may be as will be specified upon and as a condition of its issue), liable to be redeemed. As of the date on which these Articles were last amended, the Company does not have any redeemable shares in issue."*			
13.	To amend Article 3 (corporate purpose) of the Articles of Association, which shall henceforth read as follows: *"3.1 The corporate purpose of the Company is the holding of participations, in any form whatsoever, in Luxembourg and foreign companies and any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, control and development of its portfolio.*	1,037,000,492 (85.539219%)	175,309,497 (14.460781%)	730,750

	Special Resolutions	No. of Votes (%)		
		For	Against	Abstain
	3.2 It may in particular acquire by way of contribution, subscription, option, purchase or otherwise all and any transferable securities of any kind and realise the same by way of sale, transfer, exchange or otherwise. *3.3 The Company may likewise acquire, hold and assign, as well as license and sub-license all kinds of intellectual property rights, including without limitation, trademarks, patents, copyrights and licenses of all kinds. The Company may act as licensor or licensee and it may carry out all operations which may be useful or necessary to manage, develop and profit from its portfolio of intellectual property rights.* *3.4 The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure its obligations and obligations of other companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies.* *3.5 The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type.* *3.6 The Company may also carry out all and any commercial distribution operations of products, outside of manufacturing, both in Luxembourg and abroad. The Company may thus carry out all the below mentioned activities as well as all services related thereto:* *(a) the sale and distribution, whether through wholesale, retail, or otherwise, of beauty products, cosmetics, perfumes, soaps and all and any body hygiene products, household scents and products, regional-themed products and specialties, dietetic products, jewellery and food products;* *(b) the installation and fitting of store and shop furniture, display counters and other shop fittings, the logistical assistance in view of the creation, setting up and fitting of, amongst other things, shops, beauty parlours, spas, restaurants and cafes;* *(c) the performance of all and any services, the supply of all and any products and accessories relating to the household sector; and* *(d) the provision of services such as beauty and cosmetic treatments, spa related services and treatments, restauration and food and beverage services.*			

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
	3.7 The Company may moreover carry out all and any commercial, industrial and financial operations, both movable and immovable, which may directly or indirectly relate to its own corporate purpose or likely to promote its development or fulfilment.''			
14.	To amend Article 15.34 of the Articles of Association, which shall henceforth read as follows: *''15.34 If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of Shares specified in such authorisation, notwithstanding any contrary provision contained in these Articles. The Shares may also be held by a holder through a securities settlement system or a professional depositary or any sub-depositary. The holder of Shares held in such fungible securities accounts has the same rights and obligations as if such holder held the Shares directly.''*	1,037,000,492 (85.539219%)	175,309,497 (14.460781%)	730,750

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 14, 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 30 July 2021 for details of the above resolutions.

PAYMENT OF FINAL DIVIDEND

The final dividend of €0.03687 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) on the day of the approval of the dividend payment (i.e. 29 September 2021) (Euro 1: HK$8.9870). Accordingly, the amount of final dividend payable in Hong Kong dollars will be approximately HK$0.3314 per share. Such dividend will be payable on Friday, 22 October 2021 to Shareholders whose names appear on the register of members on Tuesday, 12 October 2021 (i.e. the Dividend Record Date). To determine eligibility for the final dividend, the register of members of the Company will be closed from Thursday, 7 October 2021 to Tuesday, 12 October 2021, 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 Wednesday, 6 October 2021. 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 30 July 2021.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Martial Thierry Lopez ("**Mr. Lopez**") retired as a non-executive director of the Company and a member of the audit committee of the Company (the "**Audit Committee**") at the conclusion of the AGM.

Mr. Lopez confirmed that he has no disagreement with the Board and there is no matter in respect of his retirement that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lopez for his invaluable contribution to the Company during his tenure of office.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

The Board is pleased to announce that, as a result of the retirement of Mr. Lopez, the composition of the Audit Committee is as follows with effect from 29 September 2021:

— Charles Mark Broadley *(Chairman)*

— Pierre Maurice Georges Milet (New appointment)

— Jackson Chik Sum Ng

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

Luxembourg, 29 September 2021

As at the date of this announcement, the executive directors of the Company are Mr. Reinold Geiger (Chairman), Mr. André Hoffmann (Vice-Chairman and Chief Executive Officer), Mr. Yves Blouin (Group Managing Director), Mr. Thomas Levilion (Group Deputy General Manager, Finance and Administration), Mr. Karl Guénard (Company Secretary) and Mr. Séan Harrington (Chief Executive Officer of ELEMIS); 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.