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Groupe
L'OCCITANE
L'OCCITANE INTERNATIONAL S.A.
49, Boulevard Prince Henri L-1724 Luxembourg
R.C.S. Luxembourg: B80359
(Incorporated under the laws of Luxembourg with limited liability)
(Stock code: 973)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of L'Occitane International S.A. (the "**Company**") will be held at the registered office of the Company at 49, Boulevard Prince Henri L-1724 Luxembourg, Grand Duchy of Luxembourg on Thursday, 31 March 2022 at 10:00 a.m. (Central European Time) for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions.

SPECIAL RESOLUTIONS

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

1. Acknowledgment of the availability of (i) the draft terms (*projet de transfert*) in relation to the transfer of professional assets by the Company to **L'Occitane International (Suisse) SA**, a *société anonyme* existing under the laws of Switzerland, with registered office at Chemin du Pré-Fleuri 5, 1228 Plan-les-Ouates, Switzerland and registered with the *Registre du Commerce de Genève* under number CHE-355.438.577 (the "**Recipient Company**"), (ii) the reports on the transfer of professional assets drawn up by the board of directors of the Company and the board of directors of the Recipient Company in accordance with Article 1050-5 of the law of 10 August 1915 on commercial companies, as amended (the "**Luxembourg Law**") and (iii) the interim accounts of the Company as at 31 December 2021.
2. Approval of the terms of transfer (*projet de transfert*) in relation to the transfer of professional assets by the Company to the Recipient Company pursuant to the provisions of Articles 69 to 77 of Chapter 5 (Transfer of Business Assets) of the Swiss federal law on mergers, demergers, conversions and transfer of assets and liabilities, Article 163d of the Swiss federal law on private international law and Articles 1050-1 to 1050-9 of Chapter 5 (Transfers of Professional Assets) of Title X (Restructurings) of the Luxembourg Law (the "**Transfer of Professional Assets**") and approval of the Transfer of Professional Assets.
3. Approval of the transfer agreement to be entered into between the Company and the Recipient Company regarding the Transfer of Professional Assets.
4. Delegation of powers to any director of the Company or any lawyer or employee of the law firm Arendt & Medernach S.A., to individually proceed in the name and on behalf of the Company, to carry out all filings, notifications and publications necessary for the Transfer of Professional Assets.

ORDINARY RESOLUTION

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

5. Re-election of Ms. Betty Liu as an independent non-executive director of the Company for a term of three years.

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

Luxembourg, 4 March 2022

Registered office:
49, Boulevard Prince Henri
L-1724 Luxembourg

Principal place of business:
20/F, K11 ATELIER King's Road
728 King's Road
Quarry Bay
Hong Kong

Notes:

- (i) 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.
- (ii) 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.
- (iii) 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 notorially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e., before 4:00 p.m. (Hong Kong time) on Tuesday, 29 March 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish, provided that the proxy shall in that case be withdrawn and shall not be taken into account for the voting.
- (iv) The transfer books and register of Shareholders will be closed from Monday, 28 March 2022 to Thursday, 31 March 2022, both days inclusive, during which period no share transfers can be registered, for determining the right to attend and vote at the extraordinary general meeting. 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. (Hong Kong time) on Friday, 25 March 2022.

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, Ms. Betty Liu, Mr. Charles Mark Broadley and Mr. Jackson Chik Sum Ng.