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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)

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 the registered office of the Company at 49, Boulevard Prince Henri L-1724 Luxembourg, Grand Duchy of Luxembourg on Wednesday, 28 September 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. Unless indicated otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 31 August 2022.

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 audited statutory accounts and the audited consolidated financial statements of the Company for the financial year ended 31 March 2022 and to acknowledge the content of the reports of the Board and the auditor of the Company.

2. To declare a final dividend of a total amount of €96.8 million for the financial year ended 31 March 2022.

3. To re-elect the retiring Director, Mrs. Valérie Irène Amélie Monique Bernis as an independent non-executive Director for a term of three years.

4. (A) "**That**:

   (i) for the purpose of this resolution:

   (a) any reference to the issue or allotment of shares shall include the sale or transfer of Treasury Shares out of treasury;

   (b) Treasury Shares means shares in the capital of the Company that have been repurchased by the Company and are held in treasury, as authorized by the Luxembourg Companies Law;

   (c) "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 to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting; and

(d) "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 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 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);

(ii) subject to paragraph (iv) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot or issue (or in the case of Treasury Shares, transfer or sell) such securities or to grant any offers, agreements and/or options which would or might require securities to be issued, allotted or disposed of (or in the case of Treasury Shares, subject to the Treasury Shares Waiver being obtained, transferred or sold) be and is hereby generally and unconditionally approved;

(iii) the approval in paragraph (ii) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined above) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iv) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) (or in the case of Treasury Shares (subject to the Treasury Shares Waiver being obtained, transferred or sold,) by the Directors during the Relevant Period pursuant to paragraph (ii) above, otherwise than pursuant to:

(1) a Rights Issue (as defined above); or

(2) exercise of any option under the option scheme of the Company or any other option, scheme 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% of the aggregate nominal amount of the shares of the Company in issue as at the date of passing this resolution (excluding for these purposes the nominal amount of all Treasury Shares)."

(B) "**That**:

(i) for the purpose of this resolution:

(a) "Treasury Shares" means shares in the capital of the Company that have been repurchased by the Company and are held in treasury, as authorized by the Luxembourg Companies Law;

(b) "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 in general meeting; and

(ii) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined above) of all the powers of the Company to repurchase (and either cancel or hold in treasury) 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 Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;

(iii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (ii) above shall not exceed 10% of the aggregate nominal amount of the issued shares of the Company as at the date of passing of this resolution (excluding the nominal value of any Treasury Shares as at such date) and provided that to comply with the Luxembourg Companies Law all such repurchase are made within a price range between HK$10 and HK$50, and the said approval shall be limited accordingly; and

(iv) subject to the passing of each of the paragraphs (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked."

(C) "**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening of this meeting being passed, the general mandate granted to the Directors pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the issued shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the issued shares of the Company repurchased and cancelled by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued shares of the Company in issue at the date of passing of the resolutions (excluding the nominal amount of any shares held in treasury as at such date)."

5. To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor *(réviseur d'entreprises agréé)* of the Company for the financial year ending 31 March 2023.

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.

SPECIAL RESOLUTIONS

7. To approve the remuneration to be granted to certain Directors and to authorize the Board to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities.

8. To grant discharge to the Directors for the exercise of their mandate during the financial year ended 31 March 2022.

9. To grant discharge to the approved statutory auditor *(réviseur d'entreprises agréé)* of the Company, PricewaterhouseCoopers for the exercise of its mandate during the financial year ended 31 March 2022.

10. To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor *(réviseur d'entreprises agréé)* of the Company.

11. To amend article 1 (interpretation) of the articles of association of the Company, which shall henceforth read as follows:

    "1.1 The marginal notes to these articles of association shall not affect the interpretation hereof. In these articles of association, unless the subject or the content otherwise provides:

    "Articles" shall mean the present articles of association of the Company and all supplementary, amended or substituted articles for the time being in force;

    "Associate", in relation to any Director, has the meaning ascribed to it in the Listing Rules;

    "Board" shall mean the board of Directors;

    "Business Day" means any day on which commercial and financial markets are opened for trading in Luxembourg, France or Hong Kong;

    "Calendar Day" means all twenty-four (24) hours day in a year, for every month, including weekends and holidays;

    "Chairman" shall mean the chairman presiding from time to time at any meeting of the members or of the Board;

    "Companies Ordinance" shall mean the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) and Companies Ordinance (Cap. 622 of the Laws of Hong Kong), as amended from time to time and to the extent applicable to the Company;

    "Company" shall mean L'Occitane International S.A., a société anonyme governed by the laws of the Grand Duchy of Luxembourg registered with the Luxembourg trade and companies register under registration number B80359;

    "Director" shall mean any member of the board of directors of the Company from time to time;

    "Exchange" shall mean The Stock Exchange of Hong Kong Limited;

    "Extraordinary General Meeting" shall mean any general meeting of shareholders held in front of a notary in Luxembourg in accordance with the quorum and majority requirements as set out in these Articles, resolving on an amendment of the articles of association or any other item requiring resolutions of the general meeting to be adopted in front of a Luxembourg notary in accordance with the Luxembourg Companies Law;

    "Hong Kong" shall mean the Hong Kong Special Administrative Region of the People's Republic of China;

    "Hong Kong Takeovers Code" shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;

    "Listing Rules" shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time;

    "Luxembourg" shall mean the Grand-Duchy of Luxembourg;

"Luxembourg Companies Law" shall mean the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time;

"Managing Director" shall mean any Director entrusted by the Board with the daily management of the Company;

"Month" shall mean a calendar month;

"Register" shall mean the Company's principal Share register maintained in Luxembourg, branch Share register maintained in Hong Kong and any other branch registers which may be established collectively, unless otherwise indicated;

"Secretary" shall mean the person or persons, as the case may be, appointed as company secretary or joint company secretaries of the Company from time to time;

"Share" shall mean a share in the capital of the Company;

"Shareholder(s)" or "member(s)" shall mean the person(s) who are duly registered as the holders from time to time of Shares in the Register including persons who are jointly so registered;

"Special Matter" shall mean any matter subject to approval by Shareholders in general meeting and in respect of which pursuant to the Listing Rules certain Shareholders are required to abstain from voting or are restricted to voting only for or only against;

"Special Resolution" shall mean (i) a resolution passed by no less than three-quarters of the votes cast by such members as are present or represented and entitled to vote in person or by proxy at a general meeting, of which (i) no less than 21 Calendar Days' notice has been given in case of an annual general meeting and (ii) no less than 15 Calendar Days' notice has been given in case of any other general meeting. The "votes cast" shall not include votes attaching to Shares in respect of which the Shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

1.2 These Articles shall be read and interpreted in light of any regulatory requirements that may apply to the Company from time to time."

12. To amend article 3 (corporate purpose) of the articles of association of the Company, 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.

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.

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.

3.8 One of the purposes of the Company is to create a material positive social and environmental impact, taken as a whole, in the course of conducting its business activities."

13. To amend article 4.5 of the articles of association of the Company, which shall henceforth read as follows:

"4.5 If at any time the share capital of the Company is divided into different classes of Shares, all or any of the rights attaching to any class of Shares for the time being issued (unless otherwise provided for in the terms of issue of the Shares of that class) may be varied or abrogated with the consent in writing by holders of not less than three-quarters in nominal value of the issued Shares of that class present or represented and being entitled to vote in person or by proxy at an Extraordinary General Meeting, in addition to the approval of such variation and/or abrogation by Special Resolution passed by Shareholders at that Extraordinary General Meeting. The quorum for the purposes of any such Extraordinary General Meeting shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than half of the nominal value of the issued Shares of that class and half of the nominal value of all issued Shares."

14. To amend article 6 (Acquisition of own Shares by the Company) of the articles of association of the Company, which shall henceforth read as follows:

"Subject to the Luxembourg Companies Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares provided that the manner of purchase has first been authorised by a resolution of the Shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own Shares, and subject to the provisions of article 430-23 of the Luxembourg Companies Law on cross participations, shares and warrants for the subscription or purchase of any shares in any company which is its holding company, and may make payment therefore in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in any company which is a subsidiary of the Company and should the Company purchase or otherwise acquire its own Shares or warrants, neither the general meeting of the Company nor the Board shall be required to select the Shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of Shares or warrants of the same class or as between them and the holders of Shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of Shares, provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the Luxembourg Companies Law as well as any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force."

15. To amend article 7.1 of the articles of association of the Company, which shall henceforth read as follows:

"7.1 Shares of the Company may be redeemable Shares in accordance with the provisions of article 430-22 of the Luxembourg Companies Law, as amended. Redeemable Shares, if any, bear the same rights to receive dividends and have the same voting rights as non-redeemable Shares. Only fully paid-in redeemable Shares shall be redeemable. The redemption of the redeemable Shares can only be made by using sums available for distribution in accordance with article 462-1 of the Luxembourg Companies Law and the present Articles or the proceeds of a new issue made with the purpose of such redemption subject always to the provisions of these Articles. Redeemable Shares which have been redeemed by the Company bear no voting rights, and have no rights to receive dividends or the liquidation proceeds. Redeemed redeemable shares may be cancelled upon request of the Board, by a Special Resolution passed at an Extraordinary General Meeting."

16. To amend article 10 (Administration — Supervision) of the articles of association of the Company, which shall henceforth read as follows:

"10.1 The Company shall be managed by a Board composed of three members at least who need not be Shareholders of the Company. Except as set out in Article 10.2, 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.

10.2 The Board shall have power from time to time and at any time to appoint any person as a Director to fill a causal vacancy. Any Director so appointed shall hold office only until the next following general meeting (including an annual general meeting) of the Company and shall then be eligible for re-election at that meeting.

10.3 No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven Calendar Days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven Calendar Days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

10.4 A motion for the appointment of two or more persons as Directors by way of a single resolution shall not be made at a general meeting unless a resolution that it shall be so made has been passed without any vote being cast against it. Thus, several directors can be appointed during one shareholders' meeting, provided that each director is appointed upon an individual decision.

10.5 The Company in general meeting may by ordinary resolution as set out in article 15.5 at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution as set out in article 15.5 elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article, subject always to applicable Luxembourg laws.

10.6 In the event that, at the time of a meeting of the Board, there are equal votes in favour and against a resolution, the Chairman of the meeting shall have a casting vote.

10.7 The Board shall have the most extensive powers to carry out all acts necessary to or useful in the fulfilment of the corporate purpose of the Company. All matters not expressly reserved to the general meeting of Shareholders by law or by these Articles shall be within its competence.

10.8 Without prejudice to the general powers conferred by these Articles and Luxembourg Companies Law, it is hereby expressly declared that the Board shall have the following powers:

(a) to make and conclude all and any agreements and deeds necessary in the execution of any undertakings or operations of interest to the Company;

(b) to decide on any financial contributions, transfers, subscriptions, partnerships, associations, participations and interventions relating to the said operations;

(c) to cash in all and any amounts due belonging to the Company and give valid receipt for the same;

(d) carry out and authorise all and any withdrawals, transfers and alienations of funds, annuities, debts receivable, property or securities belonging to the Company;

(e) to lend or borrow in the long or short term, including by means of the issue of bonds, with or without guarantees (such bonds may be convertible bonds, if so approved by the Company in general meeting).

10.9 The Shareholders wish that, in the performance of its duties, the Board takes into account the social, environmental, economic and legal effects of its actions. More precisely, the Board shall take into consideration, in addition to the interests of the Shareholders, the interests of the Company's employees, customers, communities affected by the Company, and the local and global environment, as well as the short-term and long-term interests of the Company. The expanded purpose of the Company as described in article 3.8 and the provision of this article express only the wishes of the Shareholders of the Company and do not constitute a commitment by the Company, or a quasi-contract between the Company and any stakeholder, and do not create any obligation of any kind whatsoever to any third party.

10.10 The Directors may only act within the framework of duly convened meetings of the Board or by way of circular resolutions executed by all the Directors in accordance with these Articles.

10.11 In accordance with article 441-10 of the Luxembourg Companies Law, the daily management of the Company as well as the representation of the Company in relation thereto may be delegated to one or more Directors, officers, managers or other agents, Shareholder or not, acting alone, jointly or in the form of committee(s). Their nomination, revocation and powers as well as special compensations shall be determined by a resolution of the Board.

10.12 The Board may likewise confer all and any special powers to one or more Board committees or proxies of its own choosing, who need not be Directors of the Company.

10.13 The Board shall choose a Chairman among its members and may also elect one or more Vice Chairmen from among its own members. The Board shall meet upon a call to do so from its Chairman or of any two Directors at such place as shall be indicated in the convening notice. It may also choose a Secretary, who need not be a Director, and who shall be responsible for, among other things, keeping the minutes of the meetings of the Board and of the Shareholders.

10.14 The Chairman of the Board shall preside over meetings of the Board but, in his absence, the Board may designate by a majority vote another Director to take the chair of such meeting."

17. To amend articles 12.8 and 12.9 of the articles of association of the Company, which shall henceforth read as follows:

"12.8 Save as otherwise provided by the Luxembourg Companies Law, any Director who has, directly or indirectly, a financial interest conflicting with the interest of the Company in connection with a transaction falling within the competence of the Board, must inform the Board of such conflict of interest and must have his declaration recorded in the minutes of the Board meeting. The relevant Director may not take part in the discussions relating to such transaction nor vote on such transaction."

"12.9 Any conflict of interest pursuant to article 12.8 must be reported to the next general meeting of Shareholders prior to such meeting taking any resolution on any other item."

18. To amend article 13.3 of the articles of association of the Company, which shall henceforth read as follows:

"13.3 The statutory auditor in office may be removed at any time, with or without cause, whereas the independent auditor in office may only be removed (i) with cause or (ii) with his approval and the approval of the general meeting of shareholders.

The removal or appointment of a statutory auditor or independent auditor shall be approved by the Shareholders in general meeting, provided that the Company gives its members (i) no less than 21 Calendar Days' notice in case of an annual general meeting or (ii) no less than 15 Calendar Days' notice in case of any other general meeting."

19. To amend articles 15.1, 15.5, 15.11, 15.12, 15.14, 15.15, 15.18 and 15.32 of the articles of association of the Company, which shall henceforth read as follows:

"15.1 The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held in Luxembourg at the registered office of the Company, and/or at any other location as may be indicated in the convening notices, on the last Wednesday in the month of September at 10 a.m. (CEST) or, in case such day is not a Business Day, the annual general meeting of shareholders shall be held on the immediately following Business Day. Shareholders may take part at the annual general meeting through video-conference or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by video and/or voice with all other participants. The means of communication used must allow all the persons taking part in the meeting to hear one another on a continuous basis and must allow an effective participation of all such persons in the meeting. Participation in a meeting pursuant to this article shall constitute presence in person at such meeting and such persons shall be entitled to vote at such meetings and are deemed to be present for the computation of the quorum and votes."

"15.5 Each Share is entitled to one vote. Except as otherwise required by law (including the Listing Rules) or these Articles, and subject to Article 15.6, resolutions at a general meeting of Shareholders duly convened will be adopted at a simple majority of the votes cast. The votes cast shall not include votes attaching to Shares in respect of which the Shareholder has not taken part in the vote or has abstained or is otherwise required to abstain by law (including the Listing Rules) or the Articles or has returned a blank or invalid vote. At any general meeting, any resolution put to the vote of the meeting shall be decided by poll."

"15.11 The Board may, whenever they think fit, convene a general meeting at such time and place as the Board may determine and as shall be specified in the notice of such meeting in accordance with these Articles. Save for any general meeting convened by the Board pursuant to these Articles, no other general meeting shall be convened except on the written requisition of any one or more members of the Company deposited at the registered office of the Company in Luxembourg or the office of the Company in Hong Kong, specifying the objects of the meeting (including the resolution(s) to be added to the agenda, if any) and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than 10% of the share capital of the Company or the voting rights, on a one vote per share basis, in the share capital of the Company. If the Board does not within 2 Calendar Days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 28 Calendar Days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be deducted from the Directors' fees or remuneration."

"15.12 On requisition in writing by members representing, on the date of deposit of the requisition, not less than 10% of the share capital of the Company or voting rights of all members, on a one vote per share basis, who have a right to vote at the meeting to which the requisition relates or not less than 50 members holding Shares in the Company on which there has been paid up an average sum, per member, of not less than HK$2,000, the Company shall, at the expense of the requisitionists:

(a) give to members entitled to receive notice of that annual general meeting notice of any resolution which may be properly moved and is intended to be moved at that meeting; and

(b) circulate to members entitled to have notice of any general meeting sent to them a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution or the business to be dealt with in the meeting."

"15.14 An annual general meeting shall be called by not less than 21 Calendar Days' notice in writing and any other general meeting shall be called by not less than 15 Calendar Days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given."

"15.15 Convening notices for any general meeting shall take the form of announcements filed with the Luxembourg trade and companies register and published at least 21 Calendar Days before an annual general meeting of the Company and at least 15 Calendar Days before any other general meeting of the Company, on the Recueil électronique des sociétés et associations and in a Luxembourg newspaper. Notices by mail shall be sent at least 8 days before the general meeting to the registered shareholders by ordinary mail (lettre missive). Alternatively, the convening notices may be exclusively made by registered mail in case the Company has only issued registered shares or if the addressees have individually agreed to receive the convening notices by another means of communication ensuring access to the information, by such means of communication."

"15.18 Except as otherwise provided in these Articles, any notice or document may be served by the Company on any member either personally or by sending it through the registered mail in a prepaid letter addressed to such member at his registered address as appearing in the Register or, to the extent permitted by the Luxembourg Companies Law, the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in a newspaper. In the case of joint holders of a Share, all notices shall be given to that holder for the time being whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders."

"15.32 A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the Share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used."

20. To amend article 16.7 of the articles of association of the Company, which shall henceforth read as follows:

"16.7 The Company's undistributable reserves are:

(a) the capital redemption reserve; and

(b) any other reserve which the Company is prohibited from distributing by any enactment including the Companies Ordinance or by these Articles."

21. To amend article 21.2 of the articles of association of the Company, which shall henceforth read as follows:

"21.2 The Extraordinary General Meeting at which any alteration to these Articles is considered shall not validly deliberate unless at least one half of the share capital of the Company or the voting rights attached to the issued share capital is present or represented and the agenda indicates the proposed amendments to the Articles and, where applicable, the text of those which concern the objects or the form of the Company. If the first of these conditions is not satisfied, a second Extraordinary General Meeting may be convened, in accordance with the provisions of Article 15.15. The second Extraordinary General Meeting shall validly deliberate as long as two members are present in person or by proxy, regardless of the proportion of the capital represented."

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

Luxembourg, 31 August 2022

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

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

Notes:

(i) Ordinary resolution numbered 4(C) will be proposed to the Shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are first passed by 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.

(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 (i.e. before 4:00 p.m. (Hong Kong time) on Monday, 26 September 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.

(v) A mark-up of the draft consolidated articles of association of the Company as they will read if resolutions numbered 11 to 21 are adopted is available at the registered office of the Company and a copy is available upon demand by a Shareholder free of charge upon justification of his title.

(vi) The transfer books and register of Shareholders will be closed from Friday, 23 September 2022 to Wednesday, 28 September 2022, both days inclusive, during which period no share transfers can be registered, for determining the right to attend and vote at the Annual 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 Thursday, 22 September 2022.

(vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares or transfer any Shares out of treasury. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules. The Directors further confirm that they have no present intention to transfer any Treasury Shares out of treasury.

(viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares 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 31 August 2022.

As at the date of this notice, the executive directors of the Company are Mr. Reinold Geiger (Chairman), Mr. André Hoffmann (Vice-Chairman and Chief Executive Officer), Mr. Karl Guénard (Company Secretary) and Mr. Séan Harrington (Chief Executive Officer of ELEMIS), the non-executive director of the Company is Mr. Thomas Levilion and the independent non-executive directors of the Company are Mrs. Valérie Bernis, Mr. Charles Mark Broadley, Ms. Betty Liu and Mr. Jackson Chik Sum Ng.