

L'OCCITANE

EN PROVENCE

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)

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, (Name) _____

of (Address) _____

or failing him/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 49, Boulevard Prince Henri L-1724 Luxembourg, Grand Duchy of Luxembourg and by tele-conference at 38/F, Tower Two, Times Square, 1 Matheson Road, Causeway Bay, Hong Kong on Wednesday, 28 September 2016 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.

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	Abstain
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.			
2.	To declare a final dividend of a total amount of €42,736,747 for the year ended 31 March 2016.			
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			
	(ii) Mr. Pierre Maurice Georges Milet as independent non-executive director of the Company			
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).			
	(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.			
	(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).			
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.			
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.			

Ordinary Resolutions (see Note 3)		For	Against	Abstain
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.			
	(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.			
Special Resolutions (see Note 3)		For	Against	Abstain
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.			
9.	To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2016.			
10.	To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2016.			
11.	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company.			
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.			

Dated this _____ day of _____, 2016

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 initialed 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". IF YOU WISH TO EXPRESSLY ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Abstain".** 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 appointer 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 notarially 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.