



SOMERLEY CAPITAL LIMITED

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5 June 2024

The board of directors
L'Occitane International S.A.
49, Boulevard Price Henri L-1724
Luxembourg

Dear Sirs,

We refer to the circular of L'Occitane International S.A. dated 5 June 2024 in relation to, among others, the GA Disposal (the "**Circular**"). Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless otherwise specified.

The unaudited financial information of Grown Alchemist set out under the subsection headed "Target and Grown Alchemist" ("**Required GA Financial Information**") and an expected gain on the GA Disposal under section headed "6. Net Proceeds" (the "**Expected Gain**") in the letter from the Board contained in the Circular as reproduced below is regarded as a profit forecast pursuant to Rule 10 of the Takeovers Code and is required to be reported on:

(1) Required GA Financial Information

"The unaudited financial information of Grown Alchemist on a consolidated basis for FY2023 and FY2024 (based on the unaudited management accounts of Grown Alchemist prepared under the same accounting principles and policies as adopted by the Company to prepare its annual consolidated financial statements) is as follows:

	FY2023	FY2024
	<i>EUR</i>	<i>EUR</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Loss before income tax	4,344,000	6,631,000
Loss after income tax	4,344,000	6,631,000



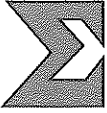
	As at 31 March	
	2023	2024
	<i>EUR</i>	<i>EUR</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Net assets	4,052,000	(2,648,000)

(2) Expected Gain

The Company currently expects to record a gain on the GA Disposal of approximately EUR10.5 million for FY2024 (the “**Expected Gain**”), which results from the accounting effect over the sales price for the 35% equity interest in Grown Alchemist and 53.4% equity interest in the Target of approximately EUR9.0 million, less (i) the net assets of Grown Alchemist of approximately EUR(2.6) million as at 31 March 2024, less (ii) the currency translation differences of approximately EUR0.1 million, plus (iii) the non-controlling interests of EUR(2.1) million, plus (iv) the net amount of the reversal of consolidation entries of approximately EUR1.1 million.”

For the purpose of this letter, we have relied on and assumed the accuracy and completeness of all information provided to us and/or discussed with the Company, its subsidiaries, associates and/or joint ventures, and have assumed that the information and facts provided and opinions expressed to us are true, accurate and complete in all material aspects as at the date hereof. We have no reason to believe that any material information has been omitted or withheld, or to doubt the truth or accuracy of the information provided. We have not assumed any responsibility for independently verifying the accuracy and completeness of such information or undertaken any independent evaluation or appraisal of any of the assets or liabilities of the Company, its subsidiaries, associates and/or joint ventures. Save as provided in this letter, we do not express any other opinion or view on the Required GA Financial Information and the Expected Gain.

We have discussed with the Directors the bases upon which the Required GA Financial Information and the Expected Gain were prepared. We have also considered the letter dated 5 June 2024 issued by PricewaterhouseCoopers set out in the section headed “Reports from the Company’s independent auditor and the Independent Financial Adviser on the GA Financial Information and Expected Gain” in the appendix IV to the Circular. Based on the above, we are satisfied that the statement of the Required GA Financial Information and the Expected Gain, for which the Board is solely responsible, has been made with due care and consideration.



This letter is provided to the Board solely for the purpose of complying with Rule 10.4 of the Takeovers Code and not for any other purpose. We do not accept any responsibility to any person(s), other than the Board, in respect of, arising out of, or in connection with this letter.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED

M. N. Sabine

M.N. Sabine
Chairman