

**dōTERRA Enterprises S.à r.l.**  
*Société à responsabilité limitée*  
39, Avenue JF Kennedy, L-1855 Luxembourg  
R.C.S. Luxembourg: B 177.273

**CONSENT LETTER FROM THE SELLING SHAREHOLDER**

**Date:** 16 December 2024

To,

**Motilal Oswal Investment Advisors Limited**  
Motilal Oswal Tower  
Rahimtullah Sayani Road  
Opposite Parel ST Depot, Prabhadevi, Mumbai  
Maharashtra, India 400025

(Motilal Oswal Investment Advisors Limited will be referred as “**Book Running Lead Manager**” or “**BRLM**”)

And

The Board of Directors,  
**Gem Aromatics Limited**  
A/410, Kailas Complex,  
Vikhroli Powai Link Road,  
Vikhroli (W), Mumbai - 400079,  
Maharashtra

**Re: Proposed initial public offering of equity shares (Equity Shares) by Gem Aromatics Limited (Company) comprising a fresh issue of Equity Shares and an offer for sale of the Equity Shares by Selling Shareholders (Offer).**

Dear Ladies and Gentlemen,

We, dōTERRA ENTERPRISES S.A.R.L., a company incorporated under the laws of Luxembourg, having our registered office at **39, Avenue John F. Kennedy L-1855 Luxembourg**, do confirm that we hold **1,17,13,144** Equity Shares, representing 25% of the pre-Offer equity share capital of the Company. Further, our permanent account number is AAJCD6423A.

The certified true copy of the resolution of our board of directors dated 12 December 2024 authorizing the proposed offer and sale of up to 22,31,069 Equity Shares in the Offer is attached in **Schedule I**. The information in **Schedule I** is true and correct. We further confirm that except as stated above, no other corporate or statutory approvals are required to be obtained by us in relation to the Offer and sale of the Equity Shares in the Offer.

We hereby consent to the inclusion of up to 22,31,069 Equity Shares (the “**Offered Shares**”) held by us in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the “**DRHP**”), the red herring prospectus (the “**RHP**”), the prospectus (the “**Prospectus**” and along with the DRHP and RHP, the “**Offer Documents**”) and transaction agreements executed in relation to the Offer and the approval of any other regulatory authority, if required.

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We, dōTERRA Enterprises SARL, hereby give our consent to our name and other details being included as a selling shareholder, in the draft red herring prospectus (**DRHP**) to be filed by the Company with the Securities and Exchange Board of India (**SEBI**), and any relevant stock exchanges where the Equity Shares are proposed to be listed (**Stock Exchanges**), the red herring prospectus (**RHP**) and the prospectus (**Prospectus**) (collectively, the **Offer Documents**) which the Company intends to file with Registrar of Companies, Mumbai at Maharashtra (**RoC**), the SEBI and the Stock Exchanges in respect of the Offer.

We authorize you to include this consent letter as a "Material Contract and Document for Inspection" in the Offer Documents, as required and make available for inspection in accordance with applicable law.

We confirm that we will immediately communicate any changes in writing in the above information to the book running lead managers to the Offer (**BRLMs**) until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from us, the BRLMs and the legal counsel to the Offer can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

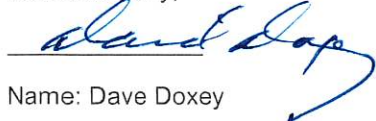
This consent letter is for information and for inclusion (in part or full) in the Offer Documents or any other Offer-related material, and may be relied upon by the Company, BRLMs and the legal counsel appointed in relation to the Offer and may be uploaded on their respective websites.

We confirm that this letter does not contain any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements herein, in the light of the circumstances under which they were made, misleading.

We hereby consent to the submission and disclosure of this consent letter as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or governmental authorities and/or for any other litigation purposes and/or for the records to be maintained by the BRLMs and in accordance with applicable law.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,



Name: Dave Doxey

Authorised Representative for

dōTERRA Enterprises S.à r.l.

Date: 16 December 2024

**Legal Counsel to the BRLM**

**Economic Laws Practice**

9th floor, Berger Tower

Sector 16B, Noida – 201301

Uttar Pradesh, India

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**Legal Counsel to the Company**

**Saraf and Partners**

2402, Tower 2, One International Center

Senapati Bapat Marg, Prabhadevi West

Mumbai 400013, Maharashtra, India

Telephone: +91 22 4405 0600

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**Schedule I**

***Board Resolution***

[to be attached]

The undersigned, in his capacity as attorney-at-law registered with the Luxembourg bar (registration number 589), hereby certifies and attests that this is a true copy of the circular resolutions of the board of managers of dōTERRA Enterprises S.à r.l. dated 12 December 2024.

dōTERRA Enterprises S.à r.l.

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Luxembourg, 13 December 2024

D. Boone  
Daniel Boone

**BOONE**  
Société d'Avocats  
à responsabilité limitée  
60, Boulevard Napoléon 1  
L-2210 Luxembourg

## CIRCULAR RESOLUTIONS OF THE BOARD OF MANAGERS

These circular resolutions (the "**Resolutions**") are taken unanimously by both managers (the "**Managers**" and, individually, a "**Manager**") constituting the board of managers (the "**Board**") of the company in accordance with Article 12, last paragraph, of the articles of association of dōTERRA Enterprises S.à r.l. (the "**Company**"), which reads as follows:

*"The Board may also, unanimously, pass resolutions on one or several similar documents by circular means when expressing its approval in writing, by cable or facsimile or any other similar means of communication. The entirety will form the circular documents duly executed giving evidence of the resolution."*

Each of the Managers declares that:

- he/it has no opposing interest to that of the Company in the matters to be considered by the Resolutions;
- the Resolutions are within the scope of the corporate object of the Company; and
- the Resolutions will benefit to the Company and will be in its best corporate interest (*intérêt social*).

Any and all transactions which are resolved upon by these Resolutions are herein defined as the "**Transactions**" and any and all related documents are defined as the "**Transactions' Documents**."

These resolutions, which may be executed in counterparts, will be deemed dated on the latest date affixed by each Manager on the **Signature Page** of these Resolutions.

### 1. PREAMBLE

#### WHEREAS,

Gem Aromatics Limited ("**GEM**") is considering, subject to necessary approvals and market conditions, an initial public offering of its equity shares ("**Equity Shares**") comprising a fresh issue of Equity Shares and an offer for sale of the Equity Shares by Selling Shareholders ("**Offer**"), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Companies Act, 2013, and rules made thereunder, each as amended and other applicable law (such initial public offering of the Equity Shares, the fresh issue along with the Offer, collectively referred to as the "**IPO**") and listing of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited.

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**WHEREAS,**

In conjunction with the IPO, the Company, a shareholder of GEM, desires to authorize the proposed offer and sale of up to 2,231,069 (two million, two hundred thirty-one thousand, sixty-nine) of the Company's shares in the Offer.

**2. RESOLUTIONS**

**FIRST RESOLUTION**

The Managers unanimously approve:

- The proposed offer and sale of up to 2,231,069 (two million, two hundred thirty-one thousand, sixty-nine) of the Company's shares in the Offer.

**SECOND RESOLUTION**

The Managers unanimously approve the Company's entering into and execution of the following documents:

- the Selling Shareholder Consent Letter;
- the Selling Shareholder Certificate;
- Declaration by Selling Shareholder;
- the Certificate from Group Companies for dōTERRA Global Limited and dōTERRA Enterprises Sarl;
- the Second Amendment to the Shareholder's Agreement;
- the Inter-se Shareholder Agreement;
- the Offer Agreement;
- the Registrar Agreement;
- Cash Escrow and Sponsor Bank Agreement;
- Syndicate Agreement;
- Share Escrow Agreement;
- Underwriting Agreement;

and any other documents related to the Transactions.

**THIRD RESOLUTION**

The Managers unanimously expressly authorize David Doxey and, with written authorization from David Doxey, Daniel Boone, prenamed, acting individually and with full power of substitution, to negotiate, amend, sign, execute, deliver, dispatch and perform the Transactions and/or the Transactions' Documents, and do all such acts and things as may be ancillary thereto, necessary, useful or desirable in his sole opinion in connection with the negotiation, amendment, entering into, execution, delivery or performance of the Transactions and/or the Transactions' Documents and any related documents, including the granting and the execution, in the name and on behalf of the

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Company, of any power of attorney to execute the Transactions' Documents and any action for its registration with public authorities and completion of the Transaction, and the certifying as a true copy these Resolutions and/or any other documents whatsoever in relation to the Transactions.

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## BOARD CIRCULAR RESOLUTIONS

### SIGNATURE PAGE

**N.B.:** These resolutions shall be deemed dated as of the latest date affixed below.

Managers	Date of signature	Signature
<b>dōTERRA Incorporation</b> Class A Manager	12 December 2024	Represented by: David Doxey Capacity: Authorized Representative Signature: 
<b>Daniel Boone</b> Class B Manager	12 December 2024	