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## IMPORTANT

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**IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.**

# L'OCCITANE

EN PROVENCE

## L'OCCITANE INTERNATIONAL S.A.

*Société Anonyme*  
1, rue du Fort Rheinsheim L-2419 Luxembourg  
R.C.S. Luxembourg: B80359  
(Incorporated under the laws of Luxembourg with limited liability)

### GLOBAL OFFERING

<b>Number of Offer Shares in the Global Offering</b>	<b>: 364,120,000 Shares (comprising 182,060,000 new Shares and 182,060,000 sale Shares, and subject to adjustment and the Over-allotment Option)</b>
<b>Number of International Placing Shares</b>	<b>: 327,708,000 Shares (comprising 145,648,000 new Shares and 182,060,000 sale Shares, and subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 36,412,000 new Shares (subject to adjustment)</b>
<b>Maximum Offer Price</b>	<b>: HK\$15.08 per Hong Kong Offer Share, plus 1% brokerage, SFC transaction levy of 0.004%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: €0.03 per Share</b>
<b>Stock code</b>	<b>: 973</b>

### Sole Global Coordinator



### Joint Bookrunners and Joint Lead Managers



### Joint Sponsors (in alphabetical order)



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Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix VII, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Shares have not been and will not be registered under the US Securities Act and, subject to certain exceptions, may not be offered or sold in the United States.

The Offer Price is expected to be fixed by agreement between the Joint Bookrunners (on behalf of the Underwriters) and us on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 30 April 2010 and, in any event, not later than Monday, 3 May 2010. The Offer Price will be no more than HK\$15.08 and is currently expected to be no less than HK\$12.88. If, for any reason, the Offer Price is not agreed by Monday, 3 May 2010 between the Joint Bookrunners (on behalf of the Underwriters) and us, the Global Offering will not proceed and will lapse.

The Joint Bookrunners (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, an announcement will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the websites of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at [www.loccitane.com](http://www.loccitane.com) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. For further information, see the section headed "Structure of the Global Offering" in this prospectus. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Bookrunners (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See the section headed "Underwriting — Grounds for Termination" in this prospectus.