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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings.*

“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> application form(s) or where the context so requires, any of them
“Board”	our board of Directors
“B-to-B Segment”	our business segment which comprises sales of our products to intermediaries, such as hotels and airlines that provide these products as free amenities to their customers
“Business Day”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks are open generally for normal banking business
“CAGR”	represents the year-over-year growth rate of a value over a specified period of time, taking into account the effects of compounding. $CAGR = (Ending\ Value/Beginning\ Value)^{1/Number\ of\ Years} - 1$
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Taiwan, the Macau Special Administrative Region and Hong Kong
“Director(s)”	director(s) of our Company
“EU”	the European Union
“Global Offering”	the Hong Kong Public Offer and the International Placing

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“GREEN application form(s)”	the application form(s) to be completed by <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited.
“Hong Kong” or “HK”	The Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong Companies Ordinance”	the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (as amended from time to time)
“Hong Kong Offer Shares”	the 36,412,000 new Shares (subject to adjustment) being offered by our Company for subscription pursuant to the Hong Kong Public Offer
“Hong Kong Public Offer”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the several underwriters of the Hong Kong Public Offer listed in the section headed “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 23 April 2010 relating to the Hong Kong Public Offer entered into among us, LOG and the Hong Kong Underwriters
“IFRS”	International Financial Reporting Standards
“International Placing”	the conditional placing by the International Underwriters of the International Placing Shares, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Placing Agreement”	the international placing agreement relating to the International Placing to be entered into among us, the International Underwriters and LOG on or around 30 April 2010

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“International Placing Shares”	the 145,648,000 new Shares initially being offered by our Company for subscription and 182,060,000 Shares initially offered by the Selling Shareholder for sale at the Offer Price under the International Placing, subject to the Over-allotment Option and adjustment as described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the several underwriters of the International Placing who are expected to enter into the International Placing Agreement to underwrite the International Placing
“Joint Bookrunners” or “Joint Lead Managers”	(in alphabetical order) CLSA Limited, The Hongkong and Shanghai Banking Corporation Limited and UBS AG, Hong Kong Branch
“Joint Sponsors”	(in alphabetical order) CLSA Equity Capital Markets Limited, The Hongkong and Shanghai Banking Corporation Limited and UBS AG, Hong Kong Branch
“Latest Practicable Date”	20 April 2010, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Leveraged Management Buyout”	the reorganisation of our shareholding structure in the form of a leveraged management buyout, completed in October 2007, further details of which are set out in the section headed “Our History, Culture and Corporate Structure — Corporate Structure — Leveraged Management Buyout”
“Listing Date”	the date, expected to be on 7 May 2010 on which dealings in our Shares first commence on the Hong Kong Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
“LOG”	L’Occitane Groupe S.A., a company incorporated under the laws of Luxembourg with limited liability on 26 March 2007 and the controlling shareholder of our Company
“Luxembourg Companies Law”	<i>Loi du 10 août 1915 concernant les sociétés commerciales</i> (the Luxembourg law of 10 August 1915 on commercial companies and of the amending laws in force)
“M&A SAS”	M&A Développement SAS, a company incorporated with limited liability in France

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“Manosque”	a town in the Alpes de Haute Provence department of the Provence-Alpes-Côte d’Azur administrative region located in the South of France
“Offer Price”	the final Hong Kong dollar price per Offer Share (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be subscribed pursuant to the Hong Kong Public Offer
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares including, where relevant, any additional Shares issued or sold pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by the Company and the Selling Shareholder to the International Underwriters exercisable by the Sole Global Coordinator (after consulting with CLSA Limited and The Hongkong and Shanghai Banking Corporation Limited) under the International Placing Agreement pursuant to which the Company and the Selling Shareholder may be required by the International Underwriters to issue up to 27,309,000 additional Shares and sell up to 27,309,000 additional Shares, respectively, representing in aggregate 15% of the initial number of Offer Shares offered under the Global Offering, at the Offer Price, to, among other things, cover over-allocations in the International Placing, if any
“Own L’Occitane Stores”	our own L’Occitane branded boutiques and department store corners directly managed and operated by us, one of the distribution channels in the Sell-Out Segment (please see the section headed “Business — Markets and Distribution — Description of Sell-Out Segment” for further information)
“Price Determination Date”	the date, expected to be on or around 30 April 2010, but no later than 3 May 2010, on which the Offer Price is fixed for the purposes of the Global Offering
“Provence”	a geographical area comprising several administrative departments located in Provence-Alpes-Côte d’Azur administrative region located in the South of France
“Qualified Institutional Buyers” or “QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act

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“Retail Stores”	our Own L’Occitane Stores and stores managed and operated by us through which we distribute “Oliviers & Co.” and “Melvita” products (please see the section headed “Business — Markets and Distribution — Description of Sell-Out Segment” for further information)
“Rule 144A”	Rule 144A under the US Securities Act
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Sell-In Segment”	our business segment which comprises sales of our products to resellers, including locations not managed and operated by us, distributors, wholesalers, airports and duty free stores, department stores and home-shopping television networks. It also comprises sales of products to corporate customers which give the products out as presents, such as to their customers or employees
“Sell-Out Segment”	our business segment which comprises sales of our products directly by us to end customers, including principally sales made through our Retail Stores, and also our own internet-shopping websites, mail-order and spas
“Selling Shareholder”	LOG
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
“Share(s)”	ordinary share(s) with nominal value of €0.03 each in the share capital of our Company
“Sole Global Coordinator”	UBS AG, Hong Kong Branch
“Stock Borrowing Agreement”	the stock borrowing agreement which may be entered into between UBS AG, Hong Kong Branch and LOG
“Track Record Period”	the period from 1 April 2006 to 31 December 2009
“UK”	the United Kingdom of Great Britain and Northern Ireland
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Placing Agreement

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“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US Securities Act”	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>White Form eIPO</b> <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

In this prospectus:

- “Company”, “our Company”, “our”, “we” and “us” refer to L’Occitane International S.A., (a société anonyme incorporated and existing under the laws of the Grand-Duchy of Luxembourg (on 22 December 2000) having registered office at 1, rue du Fort Rheinsheim, L-2419 Luxembourg, registered with the Luxembourg trade and companies register under number B80359) and, except where the context otherwise requires, all of its subsidiaries or where the context refers to any time prior to its incorporation, the business which its predecessors or the predecessors of its present subsidiaries were engaged in and which were subsequently assumed by it;
- “Group” means our Company and its subsidiaries from time to time; and
- the terms “associate”, “connected person”, “connected transaction”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.
- the following symbols shall represent the following currencies:

“A\$” or “AUD”	Australian dollars, the lawful currency of Australia
“British pound sterling”	British pound sterling, the lawful currency of the United Kingdom
“CAD”	Canadian dollar, the lawful currency of Canada
“Euro” or “€” or “EUR”	the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992)

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“HK\$” or “Hong Kong dollars” or “HK dollars” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“¥” or “JPY”	Japanese yen, the lawful currency of Japan
“KRW”	Korean won, the lawful currency of the Republic of Korea
“Mex\$” or “MXN”	Mexican peso, the lawful currency of Mexico
“MOP”	Macanese pataca, the lawful currency of the Macau Special Administrative Region of the PRC
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“RUB”	Russian roubles, the lawful currency of Russia
“THB”	Thai baht, the lawful currency of Thailand
“US\$”, “USD” or “US dollars”	United States dollars, the lawful currency of the United States