

NATURA COSMÉTICOS S.A.
Corporate Taxpayer's ID (CNPJ/MF) #71.673.990/0001-77
Company's Register (NIRE) #35.300.143.183

**MINUTES OF THE EXTRAORDINARY AND ANNUAL GENERAL MEETING
HELD ON MARCH 05, 2004**

I - Date, Time and Venue: On March 5, 2004, at 4:00 pm at the Company's headquarters, located at Rodovia Régis Bittencourt, km 293, Edifício I, in the city of Itapecerica da Serra, State of São Paulo, CEP 06850-000.

II – Call: The call notice is exempted from publication, under the terms of paragraph 4, of the Article 124 of Law #6404/76, in view of the attendance of the totality of the shareholders.

III – Quorum: The totality of shareholders was present at the meeting, as it was verified by the signatures recorded on the company's book.

IV – Presiding Board: Mr. Antonio Luiz da Cunha Seabra assumed the chair of works, and invited me, Pedro Luiz Barreiros Passos, to be the secretary. The Board being composed, the Chairman declared the Extraordinary General Meeting instated.

V – Format of the Minutes: The drawing up of the Minutes as a summary was resolved by unanimous vote, under the terms of the Article 130, paragraph 1, of Law #6404/76.

VI – Agenda (I) Extraordinary General Meeting: 1) approval of the Protocol and Justification of the Merger ("Protocol"), executed between Natura Empreendimentos S.A. ("Mergee") and the Company (Mergor"); 1.1) the ratification of appointment of experts responsible for the valuation of the Shareholders' Equity Book Value of Natura Empreendimentos S.A and the approval of the Valuation Report of the Shareholders' Equity Book Value of Natura Empreendimentos S.A.; 1.2) the ratification of the appointment of a specialized company, liable for the valuation of the economic equity value of Natura Empreendimentos S.A. and this Company, under the terms provided for in the Protocol, and approval of the Economic-Financial Valuation Reports of Natura Empreendimentos S.A. and the Company ("Reports"); 1.3) approval of the merger of Natura Empreendimentos S.A. by this Company;

2) approval of the Protocol and Justification of the Merger, executed between Natura Participações S.A. (“Merger 2”) and the Company (“Merger”); 2.1) ratification of the appointment of the experts responsible for the valuation of the Shareholders’ Equity Book Value of Natura Participações S.A., as well as of the specialized company, liable for the valuation of the economic equity value of Natura Participações S.A. and of this Company, under the terms provided for in the Protocol; 2.2) approval of the Valuation Report of the Shareholders’ Equity Book Value of Natura Participações S.A. and the Economic-Financial Valuation Reports of Natura Participações S.A. and the Company (“Reports”); 2.3) approval of the merger of Natura Participações S.A. by this Company; 3) the creation of the Company’s Board of Directors, including their incumbencies and determination of the Company’s authorized capital, with the respective amendment to the By-Laws; 4) the assumption by the Company of the Program for the Granting of Call Option or Share Subscription and further amendments (“plans”) approved by the merger, Natura Participações S.A., under the terms of the Protocol and Justification of the Merger; 4.1) authorization to the Board of Directors to resolve on the plans, which were previously granted by Natura Participações S.A. and which shall be assumed by the Company; and 5) other issues of the Company’s interest; **(II) ANNUAL GENERAL MEETING:** 1) Election of the Board of Directors’ Members; and, 2) Approval of the remuneration destined to the Board of Directors’ members and the Executive Board’s members.

VII – Preliminary clarifications: The meeting was opened by the Chairman, who also clarified that all other Company’s Executive Officers were attending the meeting, the experts, liable for the preparation of the valuation reports of the shareholders’ equity of the companies Natura Participações S.A. and Natura Empreendimentos S.A., as follows: Mr. Edison Castilho, Mrs. Cristina Conceição Naboia Silveira and Mrs. Aquilina Tamie Ueoka; as well as Mr. Antonio Cardoso Toro, representative of PricewaterhouseCoopers Corporate Finance & Recovery Ltda, a valuation expert company and responsible for the preparation of valuation reports of the economic equity value of Natura Participações S.A., Natura Empreendimentos S.A. and the Company, so that they could present possible clarifications to those attending the meeting.

VIII – Resolutions of the Extraordinary General Meeting: The shareholders attending the meeting, representing the totality of the Company’s capital, by unanimous vote, without any opposition, restriction or reservation of any nature, having examined the agenda, have taken the following resolutions:

1) The Protocol and Justification of the Merger ("Protocol") was submitted to the examination of the Company's shareholders related to the merger of the company Natura Empreendimentos S.A. by this Company, which was fully approved, and now it is an integral and inseparable part of these present Minutes, as Attachment I. On this occasion, the conditions set forth in Clause 10 of the referred Protocol were expressly ratified, related to the treatment to be given to the debentures issued by the Mergee Company, especially, but not limited to the possibility of the debenture holders who so wish, during a six-(06) month term from the publication date of these Minutes and the Minutes of the Shareholders' Meeting of Mergee, connected to the Merger operation, the early redemption of debentures to which they are titleholders.

1.1) The appointment of the valuation experts of the shareholders' equity book value of Natura Empreendimentos S.A., was ratified as follows: i) Mr. Edison Castilho, a Brazilian citizen, married, accountant registered with the Regional Accounting Council of São Paulo under CRC 1 SP 059.500/0-0, with the Identity Card (RG) No. 3.870.600 SSP/SP, individual taxpayer's register (CPF/MF) No.003.941.228-87, resident and domiciled in the city of São Paulo, State of São Paulo, at Rua Batatais, 263, apto. 101, Jardim Paulista, CEP 01423-010; ii) Mrs. Cristina Conceição Naboia Silveira, a Brazilian citizen, married, accountant registered with the Regional Accounting Council of São Paulo under CRC 1 SP 189.781/0-3, with the Identity Card (RG) No. 16.734.947 SSP/SP, individual taxpayer's register (CPF/MF) No. 103.934.118-77, resident and domiciled in the city of São Paulo, State of São Paulo, at Rua Cônego Ladeira, 375, apto. 42, Tucuruvi, CEP 02309-080; iii) Ms. Aquilina Tamie Ueoka, a Brazilian citizen, single, accountant registered with the Regional Accounting Council of São Paulo under CRC 1 SP 168.915/0-7, with the Identity Card (RG) No.17.593.809 SSP/SP, individual taxpayer's register (CPF/MF) No. 130.741.298-08, resident and domiciled in the city of São Paulo, at Rua Padre Antônio Link , 113, apto. 82C, Ferreira, CEP 05524-160; to carry out the book valuation of the shareholders' equity of the referred Mergee, under the terms of the Protocol and Justification of the Merger. The experts mentioned above, who were previously consulted by the Board of Executive Officers of the Mergee and Mergor Companies, anticipated the studies and the preparation of the valuation report of the shareholders' equity of the Mergee, and they declare there is no conflict or community of interests, whether current or potential, in relation to the merger operation itself, and they confirm that the shareholders' equity book value of Natura Empreendimentos S.A., to be merged by the Company is one hundred and four million, nine hundred, fifty

thousand, eight hundred, sixty-eight reais and seventy-eight centavos (R\$ 104,950,868.78), as per Valuation Report approved by the Meeting and hereinafter it is an integral part of these present Minutes as Attachment II.

1.2) The appointment of a specialized company to carry out the valuation of the economic equity value of Natura Empreendimentos S.A and the Company was ratified, under the terms of the Protocol and Justification of the Merger, as follows: PricewaterhouseCoopers Corporate Finance & Recovery Ltda., a specialized company, enrolled with the CRC SP under #2SP022749/O-7, with its Charter registered on December 27, 2002, under the microfilm #71.443, with the 2nd Corporations Registry of the city of São Paulo and last amendment to the Company's Charter, dated May 30, 2003, registered on August 15, 2003, under the microfilm #74.127, enrolled with the Corporate Taxpayer's ID (CNPJ/MF) under #05.487.514/0001-37, headquartered at Avenida Francisco Matarazzo, 1.400 (antigo 1.700), 1^o andar, lado ímpar, parte, Torre Torino, Água Branca, São Paulo – SP - CEP 05001-100, which was duly represented by its partner, Mr. Antonio Cardoso Toro, a Brazilian citizen, single, accountant, enrolled with the CRC under #1SP159770/O-9, with the Identity Card (RG) No. 13.190.140 SSP/SP and individual taxpayer's register (CPF/MF) No. 043.426.008-89, resident and domiciled at the address above. The specialized company, which was previously consulted by the Board of Executive Officers of the Mergee and Mergor Companies, anticipated the studies and the preparation of valuation report of the economic equity value of the Mergee and the Company, and it declares there is no conflict or community of interests, whether current or potential, in relation to the merger operation itself, confirming the sufficiency of economic equity value of Natura Empreendimentos S.A. and the Company, adopted in the Protocol for the purposes of swap ratio of the Mergee's shares by the Company's shares, as per the Valuation Report approved by the Meeting and hereinafter it is an integral part of these present Minutes as Attachment III.

1.3) After the experts having submitted the clarifications requested, the merger of Natura Empreendimentos S.A. by the Company was approved, maintaining all the terms of the Protocol and Justification of the Merger (Attachment I), and the following is expressly authorized and approved: (i) the capital increase to be subscribed and made by the Mergee, by means of transferring its shareholders' equity, in favor of its shareholders; and (ii) the cancellation of the Company's shares, held by the Mergee, as a Protocol.

1.3.1) With the approval of the Merger, the amendment to the wording of the main section of Article 5 of the Company's By-Laws was also resolved,

which now takes effect with the following wording: **“Article 5-** *The Capital Stock is one hundred, ninety-six million, three hundred, seventy thousand, five hundred, nineteen reais and seven centavos (R\$ 196,370,519.07), fully subscribed and paid-up, divided into eighty-three million, two hundred, sixty-six thousand and sixty-one (83,266,061) nonpar nominative common shares.*”

2) The Protocol and Justification of the Merger for the merger of Natura Participações S.A. (“Mergee 2”) by the Company (“Protocol 2”) was then submitted to the examination of the Company’s shareholders, which was fully approved and now its is an integral and inseparable part of these present Minutes, as Attachment IV. All those attending the meeting were clarified that Natura Participações S.A. was the former controlling company of the already extinguished Natura Empreendimentos S.A., by force of the merger by the Company, under the terms of the resolution No. 1 above, resolving on the compliance with all the observances related to the issue of new Company’s shares in favor of Natura Participações S.A., in the capacity as former shareholder of Natura Empreendimentos S.A., followed by the issue of new Company’s shares in favor of the Natura Participações S.A.’s shareholders, by force of the merger resolved herein of the latter by the Company.

2.1) The appointment of valuation experts of the shareholders’ equity book value of Natura Participações S.A. was ratified as follows: i) Edison Castilho, qualified above; ii) Cristina Conceição Naboia Silveira, qualified above; and iii) Aquilina Tamie Ueoka, qualified above; to carry out the book valuation of the shareholders’ equity of the referred Mergee, under the terms of the Protocol and Justification of the Merger. The experts appointed above, which were previously consulted by the Board of Executive Officers of the Mergee 2 and Mergor Companies, anticipated the studies and the preparation of the valuation report of shareholders’ equity of the Mergee, and they declare there is no conflict or community of interest, whether current potential, in relation to the merger operation itself, confirming that the shareholders’ equity book value of Natura Participações S.A., to be merged by the Company is seventy-five million, seven hundred, fifteen thousand, eight hundred, seventy-three reais and twenty-nine centavos (R\$ 75,715,873.29), as per Valuation Report approved by the Meeting and hereinafter it is an integral part of these present Minutes as Attachment V.

2.2) The appointment of a specialized company to carry out the valuation of the economic equity value of Natura Participações S.A. and the Company

was ratified, under the terms of the Protocol and Justification of the Merger as follows: PricewaterhouseCoopers Corporate Finance & Recovery Ltda., qualified above; which was duly represented by its partner, Mr. Antonio Cardoso Toro, qualified above. The specialized company, which was previously consulted by the Board of Executive Officers of the Mergee 2 and Mergor Companies, anticipated the studies and the preparation of valuation report of the economic equity value of the Mergee 2 and the Company, and it declares there is no conflict or community of interests, whether current or potential, in relation to the merger operation itself, confirming the sufficiency of economic equity values of Natura Participações S.A. and the Company, adopted in the Protocol 2 for the purposes of replacement ratio of the Mergee 2's shares by the Company's shares, as per the Valuation Report approved by the Meeting and hereinafter it is an integral part of these present Minutes as Attachment VI.

2.3) After the experts having submitted the clarifications requested, the merger of Natura Participações S.A. by the Company was approved, maintaining all the terms of the Protocol and Justification of the Merger (Attachment VI), and the following is expressly authorized and approved: (i) the capital increase to be subscribed and made by the Mergee 2, by means of transferring its shareholders' equity, in favor of its shareholders; and (ii) the cancellation of the Company's shares, held by the Mergee 2, as a Protocol 2.

2.3.1) With the approval of the Merger, the wording of the main section of Article 5 of the Company's By-Laws was also resolved, which was maintained unaltered with the following wording: "**Article 5-** *The Capital Stock is one hundred, ninety-six million, three hundred, seventy thousand, five hundred, nineteen reais and seven centavos (R\$ 196,370,519.07), fully subscribed and paid-up, divided into eighty-three million, two hundred, sixty-six thousand and sixty-one (83,266,061) nonpar nominative common shares.*"

2.3.2) As a result of the approval of mergers of Natura Empreendimentos S.A. and Natura Participações S.A. by the Company, and under the terms of the Article 219, paragraph II, of Law #6404, dated December 15, 1976, Natura Empreendimentos S.A. and Natura Participações S.A. were declared extinguished, and the Mergee's Executive Officers are authorized to take any

and all measures necessary to conclude the merger approved herein, especially to promote the filing and publication of the merger acts.

3) The Company's Board of Directors was created, consequently, the wording of the Chapter III of the By-Laws was amended, which hereinafter takes effect with the following wording:

***"Article 10** – The bodies of the Company's management are the Board of Executive Officers and the Board of Directors.*

SECTION I – THE BOARD OF EXECUTIVE OFFICERS

***Article 11** – The Board of Executive Officers shall be composed of, at least, two (2) and, at most, four (4) members, whether or not shareholders, resident in the country, with a two-(2) year term of office, reelection being allowed, one Chief Executive Officer, a Business Executive Officer, a Chief Financial Officer and one Legal Executive Officer.*

***Paragraph 1-** The Board of Executive Officers shall be elected and removed from office at any time by the Board of Directors.*

***Paragraph 2** – The Board of Directors when electing the Board of Executive Officers shall determine their fees on an annual, individual or global basis, being incumbent upon the Board of Directors, in this last assumption, to also decide upon the split.*

***Paragraph 3** –The Executive Officers shall be invested in their positions by signing the instrument of investiture on the Minutes Book of the Board of Executive Officers, within thirty days following the election, being exempted from rendering any guarantee for their management.*

***Paragraph 4** – Even after the expiration of the term of office to which the Executive Officers have been elected, they shall remain in their office until the election and investiture of the deputies.*

***Paragraph 5** – In case of vacancy or definitive impediment verified in any position of the Board of Executive Officers, the remaining Executive Officer(s) shall administer the Company as provided for in these By-*

Laws, until the election of a substitute, which shall be carried out by the Board of Directors, within fifteen (15) days from the date of vacancy of position or when impediment is verified.

Paragraph 6 – *The Board of Executive Officers' resolution shall be taken by majority vote of the Executive Officers attending the meetings.*

Article 12 – *The representation of the Company as a plaintiff or defendant, on an in or out-of-court basis, in acts of any nature, shall be exercised by the Chief Executive Officer, jointly with one Executive officer, by two Executive Officers jointly or by one Executive Officer and one Attorney-in-Fact or by two Attorneys-in-Fact to the extent of powers granted to the latter.*

Sole Paragraph – *The Company, represented by two of its Executive Officers, may appoint attorneys-in-fact, the power of attorney of which shall set forth the powers attributed thereto and their term of effectiveness, the delegation of powers being forbidden, the judicial power of attorney being excluded from this restriction and period of validity.*

Article 13 – *It is incumbent upon the Board of Executive Officers, represented under the form of the previous Article and always in compliance with the rules set forth in these By-Laws:*

- a) *Represent the Company, as a plaintiff or defendant, with public authorities, in or out-of-court, performing the attributions and powers conferred by Law and these By-Laws;*
- b) *Manage, with all powers necessary, the Company's businesses, as well as to practice all the acts related to the purpose and interest of the Company, by signing all the necessary documents;*
- c) *Issue negotiable instruments, promissory notes, banking checks and other securities;*
- d) *Burden, pledge, sell, or through any other form alienate assets and property, render guarantees or sureties related to the corporate interests, however, the acquisitions or operations involving an amount in excess of twenty per cent (20%) of the Capital Stock, accrued of reserve for monetary restatement, if any, are subject to a prior*

authorization of the Board of Directors;

e) *Sign share certificates or multiple share certificates of the Company;*

f) *Submit a proposal about the allocation to be given to the net income for the year and about the distribution of dividends to the Board of Directors for approval and further resolution of the General Meeting, nevertheless, being incumbent upon the Board of Directors to declare interim dividends;*

g) *Examine the texts and amendments to the Charter or By-Laws of the controlled Companies;*

h) *Decide on the acquisition of the Company's shares.*

Sole paragraph – *The Executive Officers are not allowed to render on the Company's behalf, guarantees, sureties and any favoring acts outside the corporate interest, as well as to act through representation different from that set forth in these By-Laws, under the penalty of the acts then practiced being null and void.*

SECTION II – THE BOARD OF DIRECTORS

Article 14 – *The Board of Directors shall be composed of, at least, three (03) and at most six (06) members, Company's shareholders, resident in the country, who are exempted from render guarantee for their management, whereas two of them (2) are Chairmen and others are simply the Board members, without a specific designation, all of them elected by the General Meeting, for a two(02)-year term of office, the reelection being authorized.*

Sole Paragraph – *It shall be incumbent upon the General Meeting to define, within the limits referred to in "caput" (main section), the number of Board members deemed as appropriate for a certain period of management, completing all the vacancies or only some of them, and the Board of Directors is authorized to operate with three (03), four (04), five (05) or six (06) Board members.*

Article 15 – *It is incumbent upon one of the Board Chairmen, amongst other internal duties of the body:*

- a) *Designate date and time for the meetings;*
- b) *Chair the meetings;*
- c) *Distribute the issues to be purpose of resolution amongst the Board members for the presentation of the respective report in the meetings;*
- d) *Submit to voting the matters included in the agenda of the meetings;*
- e) *Express in resolutions the Board's deliberations for acknowledgement or compliance on the part of the executive officers and the Board itself;*
- f) *Take cognizance of the diligences individually promoted by the Board members with the executive officers.*

Article 16 – *In the absence of one of the Board Chairmen, the other Chairman shall assume his duties, whereas in the absence of both, the chair of the Board shall be exercised by any of the Board members.*

Article 17 – *In case of vacancy in the Board member's office, the Board shall operate with the remaining Board members until the next General Meeting, as long as the number of Board members is not less than three. In the event of vacancy of the Board member's office in number less than three, the General Meeting shall be called to carry out a new election, within thirty days, from the vacancy. In case of vacancy of all offices in the Board of Directors, it shall be incumbent upon the Board of Executive Officers to call the General Meeting.*

Article 18 – *It is incumbent upon the Board of Directors the duties set forth by Law #6404/76, as well as those included in these By-Laws, as follows:*

- a) *The determination of general guidance for the Company's businesses, by formulating the company's policy, defining plans and budgets;*
- b) *The presentation of the Company's financial statements and management report to the General Meeting;*
- c) *The election and removal from office of the Company's Executive Officers, determining their duties, as well as the appointment of controlled companies' administrators and representatives;*

- d) *The resolution on the capital stock increase up to the limit of six per cent (6%) of the capital stock, irrespective of the by-laws amendment;*
- e) *The inspection of the Executive Officers' management;*
- f) *The examination, at any time, of the Company's books and documents;*
- g) *The call of the General Meeting;*
- h) *The appointment of a liquidator, in the event of the Company's winding-up;*
- i) *The request of information about the agreements executed or to be entered into, and any other acts;*
- j) *An opinion on the management report and the Board of Executive Officers' account, which shall be submitted to the General Meeting;*
- k) *The choice and removal of the independent auditors;*
- l) *A proposal to the General Meeting of the by-laws amendments and Capital Stock increase;*
- m) *The resolutions on the issue of shares or subscription bonus, as well as the unsubscribed shares and the acquisition of shares issued by the Company for cancellation or permanence in Treasury for further alienation;*
- n) *Submission to the General Meeting of a proposal for distribution of dividends;*
- o) *Declaration of interim dividends;*

p) *Approval of the Board of Executive Officers' proposal about the allocation to be given to the Net Income for the year, which shall be submitted to the resolution of the General Meeting;*

q) *The resolution on the Program for the Granting of Call Option or Share Subscription, for such may: i) define, within the Program parameters, the annual plans for the granting of call options, as well as any alteration in relation to the plans already established; ii) define, under the terms of the Program, its participants; iii) to define, within the limit of authorized capital and in compliance with the maximum limit of shares allocated to the Program, the quantity of shares and the form of distribution thereof amongst the participants; iv) determine the price by which the call options may be exercised through a criterion provided for in the Program; v) grant to the participants, a call option of shares to be issued in view of the Program; vi) take any other measures deemed as necessary or advisable for the Program administration, provided that they do not imply in alteration thereof; vii) attribute to a Managing Committee the Program management, as long as the acts practiced thereby are expressly approved by the Board of Directors;*

r) *The granting of license and vacation to the Board members, appointing the respective deputies;*

s) *The execution of other activities attributed to it by law, By-Laws or by the General Meeting.*

Article 19 – *It is also incumbent upon the Board of Directors to authorize the alienation of permanent assets, the creation of "in rem" guarantee and the rendering of guarantees to third parties' obligations, in the assumption that these operations involve amounts in excess of twenty per cent (20%) of the shareholders' equity.*

Article 20 – *The Board of Directors shall meet, on an ordinary basis, at the end of each quarter and on an extraordinary basis, whenever the meeting is called by its Chairman, by means of a written notice, delivered to each of its Board members, setting the date, time and venue, with at least, eight (08) days in advance. The notice shall include the agenda of the meeting. The meetings only shall be instated when the majority of its members are present at the meeting. A formal*

call referred to in this Article shall be deemed as exempted for the meetings to which the totality of the Board members elected present at the meeting is verified.

Article 21 – *The Board of Directors' resolutions shall be taken by majority vote of the Board members attending the meeting. The Board of Directors' Chairman shall have the casting vote in addition to the common vote.*

Article 22 – *The minutes of the Board of Directors' meeting shall be drawn up in the company's records and signed by the Board members attending the meeting."*

3.1) In light of the resolution above, all the other Articles of the Chapters subsequent to the Company's By-Laws are numbered in a different order, however, its wording remains effective and unaltered in what was not expressly modified.

3.2) The Company's capital stock increase was authorized up to the limit of six per cent (6%) of the exiting capital, regardless of the by-laws amendment (authorized capital), with a single and exclusive purpose of making feasible the assumption of the "Program for the granting of Call Option or Share Subscription of Natura Empreendimentos S.A.", under the form and conditions provided for in the Program Regulation. As a result, the Article 5 of the Company's Bay-Laws is amended, and the Sole Paragraph now it is numbered in a different order to Paragraph 1 and Paragraph 2 is created, which now takes effect with the following wording:

"Article 5- *The Capital Stock is one hundred, ninety-six million, three hundred, seventy thousand, five hundred, nineteen reais and seven centavos (R\$ 196,370,519.07), fully subscribed and paid-up, divided into eighty-three million, two hundred, sixty-six thousand and sixty-one (83,266,061) nonpar nominative common shares."*

Paragraph 1 – *All the shares shall be nominative. Paragraph 2* – *The Company is authorized to increase its capital stock up to the limit of six per cent (6%) of the capital stock, irrespective of the by-laws amendment. It shall be incumbent upon the Board of Directors to resolve on the issue of shares in each capital increase."*

4) Subsequently, as a result of the merger of Natura Participações S.A., the assumption by the Company of all rights and obligations inherent to the

Program for the Granting of Call Options or Share Subscription ("Program"), was approved, registered with the 6th Registry of Deeds and Documents of the city of São Paulo, under #998491, duly approved by the Extraordinary General Meeting held by Natura Participações S.A., on November 20, 2002, as well as all the rights and obligations inherent to the Programs previously approved by Natura Participações S.A., and/or assumed thereby under the terms of the Extraordinary General Meeting held on March 14, 2001. The Company shall promote the assumption of the referred Programs for the Granting of Call Options or Share Subscription, as well as Plans for the Granting of Call Option or Share Subscription, approved in the respective programs, in such manner to preserve all the participants' rights, to which call options or share subscription have been granted under the context of the referred Program.

4.1) It was resolved that the Company's shareholders shall not be entitled to the preemptive right in the granting and in the exercise of right to purchase shares issued within the limit of authorized capital and under the context of the Program, as provided for in paragraph 3 of the Article 171 of Law #6404/76.

4.2) It was also resolved that the Board of Directors shall promote all the adjustments necessary to make feasible the assumption of the Program and respective Plans, including, but not limited to the swap of call options or share subscription of Natura Participações S.A., already granted to those who opted, under the terms of the Plans assumed, for the Company's options, therefore observing the swap ratio established in the Protocol and Justification of the Merger of Natura Participações by Natura Cosméticos S.A., approved above. The Program Regulation approved above, which replaces the Regulations previously approved by Natura Participações S.A., shall be filed at the Company's headquarters and with Registry of Deeds and Documents.

IX – RESOLUTIONS OF THE ANNUAL GENERAL MEETING: In the sequence, the resolutions of the Annual General Meeting agenda were conducted by the shareholders attending the meeting, representing the totality of the Company's capital, and by unanimous vote, without any opposition, restriction or reservation of any nature, after examining the agenda, they took the following deliberations:

1) The following Board of Directors' members were elected for the first term of office of the Company as follows: a) as Chairman, Mr. **GUILHERME PEIRÃO LEAL**, a Brazilian citizen, divorced, with the Identity Card (RG) No.

4.105.990-6 SSP/SP, individual taxpayer's register (CPF/MF) No. 383.599.108-63, domiciled in the city of Cajamar, State of São Paulo, at Rodovia Anhanguera, km. 30,5, Bloco "B", 4º Andar, Cajamar, CEP 07750-000; b) as Chairman, Mr. **ANTONIO LUIZ DA CUNHA SEABRA**, a Brazilian citizen, married, economist, with the Identity Card (RG) No.3.524.557 SSP/SP, individual taxpayer's register (CPF/MF) No. 332.927.288-00, domiciled in the city of Cajamar, State of São Paulo, at Rodovia Anhanguera, km 30,5, Bloco "B", 4º andar, CEP 07750-000; c) as Board member without a specific designation, Mr. **EDSON VAZ MUSA**, a Brazilian citizen, married, engineer, with the Identity Card RG No. 2.249.812-6 SSP/SP and individual taxpayer's register (CPF/MF) No.016.361.978-68, domiciled at Rua Av. das Nações Unidas, 11857 - 15º andar, São Paulo, SP, CEP 04578-908; d) as Board member without a specific designation, Mr. **PEDRO LUIZ BARREIROS PASSOS**, a Brazilian citizen, married, engineer, with the Identity Card (RG) No.4.700.753 SSP/SP, individual taxpayer's register (CPF/MF) No. 672.924.618-91, domiciled in the city of Cajamar, State of São Paulo, at Rodovia Anhanguera, km. 30,5, Bloco "B", 4º andar, CEP 07750-000; f) as Board Member without a specific designation, Mr. **JOSÉ GUIMARÃES MONFORTE**, a Brazilian citizen, married, economist, with the Identity Card (RG) No. 4.127.063 SSP/SP and individual taxpayer's register (CPF/MF) No. 447.507.658-72, resident and domiciled at Rua Amauri, 255, 4º andar, city of São Paulo, State of São Paulo, CEP 01448-900. The term of office of Board members elected herein, on an exceptional basis, and until the date of the next Annual General Meeting, the Board members elected herein declare they are not involved in any of the crimes preventing them from practicing the management of a corporation, for the purposes of the Paragraph 1 of the Article 1011 of the Civil Code (Law #10406, dated January 10, 2002) and Article 147 of the Law #6404, dated December 15, 1976, and they are exempted from rendering any pledge or guarantee, and in this act, they are immediately declared as invested in their position, signed the respective Instrument of Investiture on the company's books, regardless of other formalities.

2) A global and annual allocated amount destined to the payment of remuneration was approved to the Board of Directors' members of the Company, within the maximum limit of three million, four hundred thousand reais (R\$ 3,400,000.00).

3) In addition, a global and annual allocated amount destined to the payment of remuneration of the Board of Executive Officers of the Company was approved, within the maximum limit of five million, six hundred thousand reais (R\$ 5,600,000.00).

X – Closure of the meeting: Having nothing more to discuss, the Chairman concluded the works, firstly adjourning the session to draw up these present Minutes, which after being read, discussed and deemed in compliance, these were approved and signed by all the shareholders attending the meeting, by the Secretary and by the Chairman. Signatures: **Natura Empreendimentos S.A.**, in this act represented by its Executive Officers, Messrs. Pedro Luiz Barreiros Passos and José David Vilela Uba; **Natura Participações S.A.**, in this act represented by its Executive Officers, Messrs. Antonio Luiz da Cunha Seabra and José David Vilela Uba, **Pedro Luiz Barreiros Passos, Antonio Luiz da Cunha Seabra, Guilherme Peirão Leal, Ronuel Macedo de Mattos and Anizio Pinotti.**

This present instrument is a faithful copy of the Minutes drawn up in the company's books.

Itapecerica da Serra, March 05, 2004.

Antonio Luiz da Cunha Seabra
Chairman of the Board

Pedro Luiz Barreiros Passos
Secretary