

## **NATURA COSMÉTICOS S.A.**

Corporate Taxpayer's ID (CNPJ/MF) #71.673.990/0001-77

Company's Register (NIRE) #35.300.143.183

Publicly-held Company

Subscribed and Paid-up Capital: R\$ 230,761,985.57 – 427,193,055 common shares

Authorized Capital: up to 14,117,070 common shares

### **MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON MARCH 29, 2006**

On March 29, 2006, at 3:00 pm, at the headquarters located in the city of Itapeceira da Serra, state of São Paulo, at Rodovia Régis Bittencourt, s/n.º, Km 293, Edifício I, with the attendance of all its members and under the chair of Mr. Guilherme Peirão Leal, the Board of Directors of **NATURA COSMÉTICOS S.A.** held a meeting, pursuant to the Article 6, paragraph three and Article 20, clause XVIII of its Bylaws, with the purpose of examining, discussing and voting **(i)** the granting of call option or subscription of Company's shares to its management and employees, as well as administrators and employees of companies directly or indirectly controlled thereby and **(ii)** as a result of the splitting of non-par, registered common shares issued by the Company approved on this present date, the splitting of call options or the subscription of shares granted as per Addenda to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the calendar years of 2001, 2002, 2003 and 2004, approved by the Company's Board of Directors on May 17, 2004, as well as granted pursuant to the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the Calendar Year of 2005, approved on March 16, 2005 and addendum on April 28, 2005.

After examining the matter, the Board members approved by unanimous vote and without any reservation:

**(i)** to grant 1.153.756 (a million, one hundred and fifty-three thousands, seven hundred and fifty six) call options or subscription of Company's shares to its management and employees, as well as the administrators and employees of companies directly or indirectly controlled thereby, according to the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company – Year 2006, which comprises the Exhibit I to these present Minutes, duly filed at its headquarters.

The calculation of the quantity of options granted on this present date was made taking into account the splitting of common shares issued by the Company, as approved by the shareholders at Extraordinary General meeting held on this present

date. Thus, referring to the options granted herein, the ratio of one (1) current option to five (5) options shall not be applied on March 31, 2006.

A list of Company's management and employees, as well as the administrators and employees of companies directly or indirectly controlled thereby, beneficiaries of the granting of call options or subscription of shares approved on this date and respective quantities of options comprise the Exhibit II to these present Minutes, duly filed at the Company's headquarters.

**(ii)** as a result of the splitting of non-par, registered common shares issued by the Company, approved on this present date, the splitting of call options or the subscription of shares granted as per Addenda to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the calendar years of 2001, 2002, 2003 and 2004, approved by the Company's Board of Directors on May 17, 2004, and granted as per the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the Calendar Year of 2005, approved on March 16, 2005 and addendum on April 28, 2005.

Thus, to each one (1) call option or subscription of shares issued by the Company referring to the Addenda to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the Calendar Years of 2001, 2002, 2003 and 2004 and to the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to the Calendar Year of 2005, liable on this present date to immediate exercise or not, held on March 30, 2006, shall correspond five (5) call options or subscription of shares on March 31, 2006, maintaining all the terms, conditions and restrictions mentioned in the respective Programs and Plans for the Granting of Call Option or Subscription of Shares and addenda.

The agreements for the granting of call option or subscription of shares related to the Plans for the Granting of Call Option or Subscription of Shares and addenda, mentioned above, shall have their addenda in order to reflect the splitting of options approved herein, within no later than ninety (90) days as from this present date.

Nothing more to be discussed, the Chairman of the Board declared the adjournment of the meeting to draw up these Minutes, which after being read and approved, these were signed by all the Board members. Signatures: Guilherme Peirão Leal, Chairman of the Meeting and Co-Chairman of the Board; Antonio Luiz da Cunha Seabra, Co-Chairman of the Board represented by Guilherme Peirão Leal; Pedro Luiz Barreiros Passos, Co-Chairman of the Board; Edson Vaz Musa, Board member and José Guimarães Monforte, Board member.

I certify this present instrument is a free English translation of the Minutes drawn up in the company's records.

**JOSÉ DAVID VILELA UBA**

Chief Financial Officer and Chief Investor Relations Officer