

## **NATURA COSMÉTICOS S.A.**

Corporate Taxpayer's ID (CNPJ) 71.673.990/0001-77  
Company's Register (NIRE) 35300143183

Publicly-Held Company

Authorized Capital: up to 4,995,964 shares  
Subscribed and Paid-up Capital: R\$ 230,761,985.57 – 85,438,611 shares

### **ANNUAL AND EXTRAORDINARY GENERAL MEETINGS AS OF MARCH 29, 2005**

**I - Date, time and venue:** On March 29, 2005, at 10:00 am, at the headquarters of NATURA COSMÉTICOS S.A., located at Rodovia Régis Bittencourt, km 293 - sem nº, Edifício I, in the municipality of Itapeverica da Serra, State of São Paulo, CEP 06850-000.

**II – Call:** Call notice published, under the terms of the Article 124 of the Law 6,404/76, by the "Official Gazette of the State of São Paulo", on March 12, 15 and 16, 2005, pages 24, 71 and 50, respectively, and by the newspaper "Valor Econômico", on March 14, 15 and 16, 2005, pages E1, E1 and E2, respectively.

**III – Legal Publications:** The Financial Statements, Explanatory Notes, Management Report and the Independent Accountants' Review Report, relative to the fiscal year ended December 31, 2004, were published in the edition as of 02.25.2005 of the newspapers "Valor Econômico" (pages 04 to 07) and the "Official Gazette of the State of São Paulo" (pages 101 to 109), exempt, therefore, the publication of the notice the Article 3 of the Law 6,404/76 refers to.

**IV – Quorum:** Shareholders representing more than two thirds (2/3) of the capital stock attended the meeting, as verified by the signatures in the attendance book.

**V – Legal Attendance:** The Independent Accountant, Mr. Edimar Facco, representative of Deloitte Touche Tohmatsu - Auditores Independentes, and the Company's Officers attended the meeting.

**VI – Presiding board:** Mr. Guilherme Peirão Leal took over the chair of the works and invited me, Antonio Carlos Siqueira da Silva, to be the secretary of the works.

**VII - Agenda: 1. Annual General Meeting: (i)** To take the Management accounts, examine, discuss and vote the Financial Statements, Independent Accountants' Review Report and other documents referring to the fiscal year ended 12/31/2004; **(ii)** To analyze the allocation proposal of destination of net income for the year and ratify the advanced distributions of dividends and interest on own capital, intermediate and supplementary; **(iii)** To elect the members of the Board of Directors; and **(iv)** To determine the global amount for the Officers' compensation in the year 2005; **2. Extraordinary General Meeting: (i)** To resolve on the increase in the number of positions of Co-Chairmen of the Board of Directors, from two (02) to three (03) positions, without change in the current number of Board Members, with the consequent amendment to the Article 18 of the Company's Bylaws; and **(ii)** To resolve on the amendment to the Stock Option program;

**VII.1 – Annual General Meeting - Resolutions:** All the following items of the ordinary agenda were approved, by unanimous vote and with the abstention of the legally hindered ones, without any restrictions, reserves or opposition from the shareholders:

**(i)** The Financial Statements, Explanatory Notes, Management Report and Independent Accountants' Review Report, relating to the fiscal year ended December 31, 2004;

(ii)

a) The allocation of net income for the year ended December 31, 2004, as well as the capital budget for the year 2005, as follows:

	R\$
<b>NET INCOME FOR THE YEAR.....</b>	<b>300,410,693.25</b>
Allocations:	
Legal Reserve .....	15,020,534.66
Retained Earnings Reserve .....	69,038,059.77
Dividends .....	186,909,807.14
Interest On Own Capital (gross: without IRRF*) .....	29,442,291.68
*Withholding Income Tax	

Pursuant to the provision in the Article 193 of the Law 6,404/76, the funds equivalent to five percent (5%) of the net income were allocated to the Legal Reserve, which is within the limits set forth by the legislation;

The amount of seventy six million, twenty three thousand, eight hundred seventy eight reais and thirty nine centavos (R\$ 76,023,878.39) were allocated to the Retained Earnings Reserve, with a portion resulting from the net income for the year 2004 (R\$ 69,038,059.77) and the other portion resulting from the income arising from the reversal of the allowance received by means of the net assets of Natura Participações S.A., incorporated by this company (R\$ 6,985,818.62).

b) The Board of Directors' resolutions were ratified: **b.1.)** that, at the meeting as of 7.27.2004, distributed dividends at the amount of R\$ 0.865276623 per share, with no withholding income tax, and interest on own capital at the amount of R\$ 0.1584980908 per share, with a fifteen percent (15%) withholding income tax, resulting in net interest of R\$ 0.134723377 per share, paid on August 16, 2004; **b.2.)** that, at the meeting as of 02.23.2005, distributed dividends at the amount of R\$ 1.339559989 per share, with no withholding income tax, and interest on own capital - JCP to shareholders at the amount of R\$ 0.1887529535 per share, with a fifteen percent (15%) withholding income tax, resulting in net interest of R\$ 0.160440011 per share, which shall be paid on April 5, 2005.

(iii) The reelection of the Company's current Board Members for the next term of office, which shall take effect until the investiture of those elected by the Annual General Meeting as of 2006, namely: Mr. **ANTONIO LUIZ DA CUNHA SEABRA**, a Brazilian citizen, married, economist, Identity Card (RG) # 3.524.557 SSP/SP and Individual Taxpayer's Register (CPF/MF) # 332.927.288-00, domiciled in the municipality of Cajamar, State of São Paulo, at Rodovia Anhanguera, km 30,5, Bloco "B", 4º andar, CEP 07750-000; b) Mr. **GUILHERME PEIRÃO LEAL**, a Brazilian citizen, divorced, businessman, Identity Card (RG) # 4.105.990-6 SSP/SP and Individual Taxpayer's Register (CPF/MF) # 383.599.108-63, domiciled in the municipality of Cajamar, State of São Paulo, at Rodovia Anhanguera, km 30,5, Bloco "B", 4º. Andar, Cajamar, CEP 07750-000; c) Mr. **PEDRO LUIZ BARREIROS PASSOS**, a Brazilian citizen, married, engineer, Identity Card (RG) # 4.700.753 SSP/SP and Individual Taxpayer's Register (CPF/MF) # 672.924.618-91, domiciled in the municipality of Cajamar, State of São Paulo, at Rodovia Anhanguera, km. 30,5, Bloco "B", 4º andar, CEP 07750-000; d) Mr. **JOSÉ GUIMARÃES MONFORTE**, a Brazilian citizen, married, economist, Identity Card (RG) # 4.127.063 SSP/SP and Individual Taxpayer's Register (CPF/MF) # 447.507.658-72, domiciled at Rua Amauri, 255, 4º andar, city of São Paulo, State of São Paulo, CEP 01448-900; e) Mr. **EDSON VAZ MUSA**, a Brazilian citizen, married, economist, Identity Card (RG) # 2.249.812-6 SSP/SP and Individual Taxpayer's Register (CPF/MF) # 016.361.978-68, domiciled at Av. das Nações Unidas, 11857 - 15º andar, city of São Paulo, State of São Paulo, CEP 04578-908. At the opportunity, the fulfillment of the previous conditions of eligibility, provided for in the Articles 146 and 147 of the Law 6,404/76 and in the Normative Instruction 367/02, was proved by the re-elected Board Members.

(iv) The determination of the annual global amount for the Officers' compensation until the next Annual General Meeting at the amount of up to seven million five hundred thousand Reais (R\$ 7,500,000.00), abstaining from voting the shareholders mentioned in the statement of vote filed at the Company's headquarters.

**VI.2 – Extraordinary General Meeting – Resolutions:** All of the items of the extraordinary agenda were approved, as follows:

(i) By the majority of votes, as per the statement of votes filed at the Company's headquarters, to increase the number of positions of Co-Chairmen, from two (2) to three (3) positions, without change in the current number of Board Members, with the consequent amendment to the Article 18 of the Company's Bylaws. Thus, the referred Article shall take effect with the following wording: "Article 18 – The Board of Directors shall have three (3) Co-Chairmen, who shall be elected by the majority of votes of its members, at the first meeting of the Board of Directors that takes place immediately after the investiture of these members, or whenever those positions become vacant or are resigned."

(ii) To amend, by unanimous vote, the Company's Stock Option Program, pursuant to the Article 12, IV of the Company's Bylaws, and the item VI.16 of the 2005 program shall take effect with the following wording:

"VI.16 – Consequences of the Participants' withdrawal

The Participants' withdrawal cases shall have the following treatment:

- Participant's withdrawal with cause or at his/her request:
  - not mature options shall be cancelled;
  - mature but not exercised options may not be exercised;
- Withdrawal without cause:
  - not mature options shall be cancelled;
  - mature but not exercised options may be exercised, respecting the conditions of (i) Maturity Term and (ii) Maximum Term for the Exercise of the Options; and
- Withdrawal for working time or age retirement
  - not mature options shall be cancelled;
  - mature but not exercised options may be exercised in a maximum term of ninety (90) days.

The ninety (90) days mentioned above are counted from the date the INSS (Brazilian Social Security Institute) grants the retirement request, for working time or age, solicited by the Participant.

- Withdrawal for permanent disability:
  - not mature options may be exercised after the termination of the employment contract due to retirement concession for permanent disability;
  - mature but not exercised options may be exercised;

In the event of permanent disability, the Options may only be exercised by the Participant or his/her legal representative (curator) by means of the presentation, before the Company, of the competent evidence of retirement concession for permanent disability issued by the INSS (Brazilian Social Security Institute) and competent termination of the employment contract.

The term for the withdrawn for permanent disability Participant to exercise his/her Options under the terms of this item shall be of one hundred eighty (180) days, counted from the termination of the employment contract. The Company may, at its exclusive discretion, prorogate this term, always respecting the Maximum Term for the Exercise of the Options.

- Withdrawal for the Participant's death:
  - not mature options may be exercised after the Participant's decease;
  - mature but not exercised options may be exercised.

In the event of Participant's decease, the Options may only be exercised by the Executrix, duly defined in the regular process of inventory, by means of the presentation, before the Company, of the competent Commitment Term of the Executrix, named so by the competent court ("Executrix").

The term for the Executrix to exercise the Options shall be one hundred eighty (180) days, counted from the appointment of the Executrix by the court, as long as the inventory has been opened in up to 6 months, counted from the date of the Participant's decease. The Company may, at its exclusive discretion, prorogate this term, always respecting the Maximum Term for the Exercise of the Options.

The price to be paid at the moment of the exercise of the options, under the foregoing terms, shall be estimated based on the criteria defined in the items VI.11 of this Rule."

**VII – Publication of the Minutes:** The publication of the Minutes of the Annual and Extraordinary General Meetings was approved, by unanimous vote of the attending shareholders, with omission of the signatures of the shareholders attending the meetings, as permitted by the Article 130, paragraph 2 of the Law 6,404/76.

**VIII – Closure:** Nothing more to be dealt with, the Chairman thanked everyone for attending the meeting and closed the works, previously adjourning the session for the drawing up of these present Minutes, which, after being read, discussed and found in compliance, were approved and signed by all shareholders attending the meeting, by me, the Secretary, and by the Chairman.

Itapecerica da Serra - SP, March 29, 2005.

JOSÉ DAVID VILELA UBA  
Chief Executive Officer and Investor Relations Officer