

NATURA COSMÉTICOS S.A.

CNPJ/MF No. 71.673.990/0001-77

Publicly-held Company

NIRE 35.300.143.183

Capital Subscribed to and Paid-in: R\$ 233,862,055.13 – 428,193,460 Registered Shares of Common Stock [ON]
Authorized Capital: up to 14,117,070 ON shares

MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON FEBRUARY 28, 2007

On February 28, 2007, at 4:30 p.m., at the Company's Headquarters, located in the City of Itapecerica da Serra, State of São Paulo, at Rodovia Régis Bittencourt, s/no, Km 293, Edifício I, the Board of Directors of **NATURA COSMÉTICOS S.A.** held a meeting, with attendance of all of its members and under the chairmanship of Mr. Guilherme Peirão Leal, for the purpose of **examining, discussing and voting: (i)** pursuant to article 6, paragraph one of the Company's Bylaws, **the private issuance, by the Company, of common shares, within the authorized capital limit, in order to satisfy the exercise of options granted to its officers and employees, as well as to the officers and employees of the companies either directly or indirectly controlled by the Company,** and **(ii)** pursuant to Instruction no. 10, issued by the Brazilian Securities and Exchange Commission on February 14, 1980, and subsequent amendments, of article 30, paragraph one, item "b" of Law no. 6,404, as of December 15, 1976, and subsequent amendments and article 20, item XVI of the Company's Bylaws, **the purchase of non-par registered common shares, representing the Company's capital stock to remain in treasury and subsequent disposal, in order to comply with the exercise of the options granted to its management and employees, as well as to the management and employees of companies directly or indirectly controlled by the Company.**

After the subjects being analyzed, the board members approved, by unanimous vote and without any reservations:

(i) the private issuance of up to one million, five hundred and fourteen thousand, seven hundred and fifty (1,514,750) non-par registered common shares, within the authorized capital limit, as provided for in article 6 of the Company's Bylaws, which shall be designed for subscription and payment of registered non-par registered common shares issued by the Company, corresponding to the options granted to Company officers and employees, as well to officers and employees of companies either directly or indirectly controlled by the Company, who participate in the Amendments to the Plans for the Granting

of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003 and 2004, approved by the Company's Board of Directors on May 17, 2004, pursuant to the Amendment to the Program for the Granting of Call Option or Subscription to Common Shares Issued by the Company, approved in the Extraordinary General Meeting held on April 26, 2004 and registered in the 6th Official Registry of Deeds and Documents of the Judiciary District of São Paulo, State of São Paulo, under no. 1163082, on May 6, 2004, as well as in the Amendment to the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Year 2005 and in the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Year 2006, respectively approved by the Company's Board of Directors on April 28, 2005 and March 29, 2006, pursuant to the Amendment to the Program for the Granting of Call Option or Subscription of Common Shares issued by the Company, approved in the Extraordinary General Meeting held on March 29, 2005 and registered in the 2nd Official Registry of Deeds and Documents of the Judiciary District of Jundiaí, State of São Paulo, under no. 105440, on May 17, 2005, excluding the preemptive right of other Company shareholders in the subscription, in view of the specific allocation referred to above, pursuant to the provisions in the final part of paragraph three, Article 171 of Law no. 6,404/76.

The price to be paid for the non-par registered shares issued and to be subscribed, according to the conditions referred to above, as fixed in accordance with the Amendments to the Plan for the Granting of Call Option or Subscription of Common Shares issued by the Company related to Calendar Years of 2003, 2004 and 2005 and the Plan for the Granting of Call Option or Subscription of Common Shares issued by the Company related to Calendar Year 2006, correspond, as of the date hereof, to three reais and fifteen centavos (R\$3,15), seven reais and seventy-five centavos (R\$7,75), sixteen reais and sixty-four centavos (R\$16,64) and twenty-four reais and eighty centavos (R\$24,80), respectively, subject to monetary restatement by the Amplified Consumer Price Index ("IPCA"), as calculated and disclosed by the Brazilian Institute of Geography and Statistics, up to the date of the actual subscription, and shall be paid at sight, at the time of the subscription.

In order to formalize the share subscription, the Company's management and employees, as well as the management and employees of companies directly or indirectly controlled by the Company, participating in the Amendments to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003 and 2004 and 2005 and the Amendment to the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Year 2006, beneficiaries of the options, shall send a letter to the Company requesting the

exercise of their options and corresponding amount of shares they intend to subscribe. The share subscription shall be effective by means of signature of appropriate subscription list and respective payment of shares shall be made in cash, by delivering to the Company the corresponding amount in local currency, as mentioned above.

The subscription period and payment shall start as from the date hereof, observed the stated periods of "maturation" of the call option or subscription of shares consisted in the Amendments to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003, 2004 and 2005 and the Plan for the Granting of Call Option or Subscription of Common Shares issued by the Company related to Calendar Year 2006, and shall end, observed the stated periods of caducity of the exercises of the of the call option or subscription of shares consisted in the referred Amendments to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003 and 2004 and 2005, as well as to the Plan for the Granting of Call Option or Subscription of Common Shares issued by the Company related to Calendar Year 2006, occasion upon which those shares not subscribed shall be cancelled, not applying the provisions in article 171, paragraph 7 of Law no. 6,404/76.

The capital stock increase resulting from the private issuance of non-par registered common shares, mentioned above, shall be subject matter of ratification when the Annual General Meetings approve the financial statements related to the fiscal years to be ended on December 31, 2007, December 31, 2008, December 31, 2009, December 31, 2010 and December 31, 2011.

Prior to each ratification of the Company's capital increase to be approved at the Annual General Meetings examining the financial statements related to the fiscal years to be ended on December 31, 2007, December 31, 2008, December 31, 2009, December 31, 2010 and December 31, 2011, the Board of Directors shall send to shareholders a proposal amending the wording of article 5 and caput of article 6 of the Company's Bylaws, related to, respectively, the amount of capital stock and the number of non-par registered subscribed and paid-in common shares and the authorized capital limit in order to adjust it to the share subscriptions already effective.

The issued shares shall be entitled to dividends, interest on own capital, or any other compensation declared after the effective date of subscription and payment of shares.

The board members authorized the Board of Executive Officers to practice all further acts necessary to make effective the issuance of non-par registered common shares, resolved pursuant to these present minutes.

(ii) the purchase of up to one million (1,000,000) non-par registered common shares, representing the Company's capital stock to remain in treasury and subsequent disposal, in order to comply with the exercise of the options granted to its management and employees, as well as to the management and employees of companies directly or indirectly controlled by the Company, participating in the Amendments to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003, 2004 and 2005 and the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Year 2006, referred to in these present minutes.

The board members consigned that the Company has in treasury, as of the date hereof, six hundred and seventy-nine thousand, three hundred and seventeen (679,317) non-par registered common shares, representing its capital stock and, pursuant to article 5 of Instruction no. 10, issued by the Securities and Exchange Commission on February 14, 1980, one hundred and fourteen million, two hundred and ninety-four thousand, seven hundred and thirteen (114,294,713) non-par registered common shares, representing the Company's outstanding capital stock in the market.

It was approved by the board members that the purchase of up one million (1,000,000) non-par registered common shares, representing the Company's capital stock shall be effective for the term as of the date hereof until May 31, 2007, intermediated by the brokerage firm UBS Pactual CTVM S.A. located at Avenida Brigadeiro Faria Lima, n.º 3.729, 10º andar, parte, City of São Paulo, State of São Paulo, and the practice of acts by the Company's Board of Executive Officers necessary to the execution of the repurchase of shares approved under the terms referred to above is authorized.

The subscription and payment of one million, five hundred and fourteen thousand, seven hundred and fifty (1,514,750) non-par registered common shares issued by the Company will be performed only after the disposal of the total non-par registered common shares to be purchased by the Company and remain in treasury, as a result of the exercise of the options granted to its management and employees, as well as to the management and employees of companies directly or indirectly controlled by the Company, who participate in the Amendments to the Plans for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Years of 2003, 2004 and 2005

and the Plan for the Granting of Call Option or Subscription of Common Shares Issued by the Company related to Calendar Year 2006.

As there were no further subjects to be discussed, the Chairman of the Presiding Committee declared the meeting closed, determining the drafting of these minutes that, upon being read and approved, were signed by all the board members. Signatures: Guilherme Peirão Leal, Chairman of the meeting and Co-chief executive operation of the Board; Antonio Luiz da Cunha Seabra, Co-chief executive operation of the Board; Pedro Luiz Barreiros Passos, Co-chief executive operation of the Board; Edson Vaz Musa, board member and José Guimarães Monforte, board member.

This document is a free English translation of the original instrument drawn up in the Company's records.

JOSÉ DAVID VILELA UBA

Chief Financial Officer and Chief Investor Relations Officer