

NATURA COSMÉTICOS S.A.

Corporate Taxpayer's ID (CNPJ/MF) no. 71.673.990/0001-77

A Publicly-Held Corporation

Corporate Registry ID (NIRE) no. 35.300.143.183

Subscribed and Paid-in Capital: R\$390,617,976.28 – 428,929,051 common shares (ON)

Authorized Capital: up to 13,116,665 common shares (ON)

MINUTES OF THE ANNUAL GENERAL AND THE SPECIAL GENERAL MEETINGS HELD ON MARCH 31, 2008

I - Date, time and place: on March 31, 2008, at 10 AM, at the Company's headquarters, on Rodovia Régis Bittencourt, Km 293, s/nº, Edifício I, CEP 06850-000, in the city of Itapeverica da Serra, in the state of São Paulo.

II – Notice: notices were published in the newspapers *Diário Oficial do Estado de São Paulo* and *Valor Econômico*, in the editions of February 28 and 29, 2008, and March 1st and 3rd, 2008, on pages 230, 327 and 39, and E3, E4 and E1, respectively, pursuant to item II of article 124 of Law no. 6,404/76.

III – Financial Publicity: the Company's Management Report, Accounting and Financial Statements, together with the Report of the Independent Auditors for the fiscal year ended December 31, 2007, were published in the newspapers *Diário Oficial do Estado de São Paulo* and *Valor Econômico*, in the editions of February 28, 2008, on pages 61 to 70, and A7 to A10, respectively, and due to paragraph five of article 133 of Law no. 6,404/76, the publication of the notices mentioned in the caption of said article 133 of Law no. 6,404/76 was waived.

IV – Quorum: present to the meeting were the shareholders of record of common shares issued by the Company and representing more than two-thirds (2/3) of the Company's capital stock, pursuant the records of the Shareholders' Presence Book.

V – Statutory Presence: Independent Auditor Mr. Altair Tadeu Rossato, legal representative of Deloitte Touche Tohmatsu Auditores Independentes and managers of the Company were present to the meeting, pursuant to paragraph one of article 134 of Law no. 6,404/76.

VI – Composition of the Meeting: the Chairperson of the meeting was Mr. Pedro Luiz Barreiros Passos, who invited me, Antonio Carlos Siqueira da Silva, to be the Secretary.

VII - Agenda:

1. at the Annual General Meeting:

- (a)** to verify the Managers' accounts, and evaluate, discuss and vote the Company's Management Report, Accounting and Financial Statements, together with the Report of the Independent Auditors for the fiscal year ended December 31, 2007;
- (b)** to evaluate the capital budget proposals for 2008, and the allocation of net income for the fiscal year ended December 31, 2007, and to ratify the advanced distributions of interim dividends and interest on own capital;
- (c)** to elect the members of the Company's Board of Directors;
- (d)** to establish the global compensation of the Company's Directors to be paid up to the Annual General Meeting in which the Company's shareholders will vote the financial statements of the fiscal year to be ended on December 31, 2008; and
- (e)** to evaluate, discuss and vote the newspaper where the Company's financial publicity, pursuant to Law no. 6,404/76, will be published.

2. at the Special General Meeting:

- (a)** to ratify the change of article 5 and of the caption of article 6 of the Company's By-Laws related, respectively, to the Company's capital stock value and the number of its subscribed and paid-in shares, and to the limit of authorized capital, arising from the exercise of stock options or subscription of common shares issued by the Company, during 2007, by the Company's managers and employees, as well as by the managers and employees of the Company's direct and indirect subsidiaries, parties to the Amendments to the Stock Option or Subscription Plans for Common Shares Issued by the Company for the Calendar Years of 2003 and 2004;
- (b)** to evaluate the proposal for excluding paragraphs 2 and 3 of article 2 of the Company's By-Laws related to the addresses of the Company's branches;
- (c)** to ratify the hiring of Deloitte Touche Tohmatsu Auditores Independentes, headquartered in the city of São Paulo, state of São Paulo, at Rua José Guerra, no. 127, Chácara Santo Antônio, CEP 04719-030, enrolled at the Corporate Taxpayer's Register (CNPJ/MF) under no. 49.928.567/0001-11 and at the Regional Accounting Board under no. 2 SP011609/O-8, a specialized company responsible for the appraisal of the book value of the shareholders' equity of the Company's wholly-owned subsidiary, Nova Flora

Participações Ltda., a limited liability company headquartered in the city of Barueri, state of São Paulo, at Avenida Juruá, no. 253, 1º andar, sala "C", enrolled at the Corporate Taxpayer's Register (CNPJ/MF) under no. 03.322.198/0001-18;

(d) to evaluate, discuss and vote the appraisal report of the book value of the shareholders' equity of Nova Flora Participações Ltda.;

(e) to evaluate, discuss and vote the Protocol of Merger and Justification of the merger of Nova Flora Participações Ltda. into the Company, signed by the managers of both companies on February 27, 2008;

(f) to evaluate, discuss and vote the merger of the entire net assets of Nova Flora Participações Ltda. into the Company, in accordance with the terms and conditions set forth in the Protocol of Merger and Justification mentioned in sub-item (e) of item 2 of the call notice, with no increase in the Company's capital stock, with the subsequent winding up of Nova Flora Participações Ltda.; and

(g) to authorize the Company's officers to carry out all acts required for the implementation of the merger of Nova Flora Participações Ltda. into the Company.

VIII – Annual General Meeting - Decisions: the majority of the shareholders of record of common shares, with no par value, issued by the Company and representing more than two-thirds (2/3) of the Company's capital stock, present to the meeting, with the abstention of those legally prevented from voting and of the shareholders Barclays Global Investors NA, Emerging Markets Sudan Free Equity e Ishares MSCI Brazil, these specifically regarding the first item of the agenda, approved the following:

1. the Company's Management Report and Financial Statements, together with the Report of the Independent Auditors for the fiscal year ended December 31, 2007.

2.

(a) the capital budget for 2008 and the allocation of net income for the year ended December 31, 2007, as follows:

The capital budget for the current year, including the investment of one hundred, thirty five million *reals* (R\$135,000,000.00) in property, plant and equipment and reduction of working capital financings of seventy three millions, four hundred thousand *reals* (R\$73,400,000.00), amounts to sixty one million, six hundred thousand *reals* (R\$61,600,000.00), and originates from the following: **(a)** forty one million, seven hundred seventy seven thousand, one hundred forty one *reals* and forty *centavos*

(R\$41,777,141.40) from the Income Reserve; and **(b)** nineteen million, eighty hundred twenty two thousand, eight hundred fifty eight *reals* and sixty *centavos* (R\$19,822,858.60) from third parties.

The allocation of net income for the year ended December 31, 2007 is as follows:

NET INCOME FOR THE YEAR	R\$456,913,816.89
Breakdown:	
Income Reserve	R\$41,777,141.40
Dividends	R\$375,890,168.61
Interest on Own Capital (gross)	R\$39,246,506.88

As provided for in the first paragraph of article 193 of Law no. 6,404/76, the Company did not allocate the five percent (5%) of net income for the fiscal year ended December 31, 2007 to the Legal Reserve because the sum of the balance of the Legal Reserve and the Capital Reserves, mentioned in the first paragraph of article 182 of Law no. 6,404/76, was in excess of thirty percent (30%) of the Company's capital stock.

Due to its growth and the estimates made for its business for the current year, the Company will make an investment in the expansion of its production capacity, in several procedure improvement projects and in information technology. In order to do that, the creation of an Income Reserve in the amount of forty one million, seven hundred seventy seven thousand, one hundred forty one *reals* and forty *centavos* (R\$41,777,141.40) from net income for the fiscal year ended December 31, 2007 will be very timely.

The amount allocated to the Income Reserve will be used to finance part of the Company's Consolidated Capital Budget for the fiscal year 2008.

(b) the following decisions made by the Board of Directors were ratified: **(i)** in a meeting held on July 25, 2007, at 10 AM, approval of the distribution of dividends related to the months of January through June 2007, amounting to one hundred thirty eight million, one hundred thirty eight thousand, four hundred fifty two *reals* and thirty five *centavos* (R\$138,138,452.35), equivalent to R\$0.322192599 per share, with no withholding income tax, paid on August 10, 2007; **(ii)** in a meeting held on July 25, 2007, at 11 AM, approval of the distribution of interest on own capital related to the months of August through December 2006 and to the months of January through July 2007, in the amount of thirty nine million, two hundred forty six thousand, five hundred six *reals* and eighty eight *centavos* (R\$39,246,506.88), equivalent to R\$0.091538119 per share, with fifteen per cent (15%) of withholding income tax, resulting in net interest on own capital totaling R\$0.077807401 per share, paid on August 10, 2007; and **(iii)** in a meeting held on February 27, 2008, at 10 AM, approval of the distribution of dividends

related to the months of July through December 2007, amounting to two hundred thirty seven million, seven hundred fifty one thousand, seven hundred sixteen *reals* and twenty seven *centavos* (R\$237,751,716.27), equivalent to R\$0.55450000 per share, with no withholding income tax, to be paid on April 8, 2008.

3. the reelection of the Company's current Directors, all for terms of one (1) year beginning as from the present date, as follows:

(a) Mr. **ANTONIO LUIZ DA CUNHA SEABRA**, Brazilian, married, economist, holder of Identity Card (RG) no. 3.524.557 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 332.927.288-00, with business address at Rodovia Anhangüera, Km 30.5, Bloco "B", 4º andar, CEP 07750-000, in the city of Cajamar, in the state of São Paulo;

(b) Mr. **GUILHERME PEIRÃO LEAL**, Brazilian, divorced, business administrator, holder of Identity Card (RG) no. 4.105.990-6 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 383.599.108-63, with business address at Rodovia Anhangüera, Km 30.5, Bloco "B", 4º andar, CEP 07750-000, in the city of Cajamar, in the state of São Paulo;

(c) Mr. **PEDRO LUIZ BARREIROS PASSOS**, Brazilian, married, engineer, holder of Identity Card (RG) no. 4.700.753 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 672.924.618-91, with business address at Rodovia Anhangüera, Km 30.5, Bloco "B", 4º andar, CEP 07750-000, in the city of Cajamar, in the state of São Paulo;

(d) Mr. **JOSÉ GUIMARÃES MONFORTE**, Brazilian, married, economist, holder of Identity Card (RG) no. 4.127.063 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 447.507.658-72, with business address at Avenida Brigadeiro Faria Lima, no. 2.179, 8º andar, CEP 01452-000, in the city of São Paulo, in the state of São Paulo;

(e) Mr. **EDSON VAZ MUSA**, Brazilian, married, aeronautics engineer, holder of Identity Card (RG) no. 2.249.812-6 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 016.361.978-68, with business address at Avenida das Nações Unidas, no. 11.857, 15º andar, CEP 04578-000, in the city of São Paulo, in the state of São Paulo;

(f) Mr. **LUIZ ERNESTO GEMIGNANI**, Brazilian, married, mechanical engineer, holder of Identity Card (RG) no. 3.587.626-8 SSP/SP, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 345.209.708-06, with business address at

Avenida Presidente Juscelino Kubitschek, no. 1.830, 14º T. 4, Itaim Bibi, CEP 04543-900, in the city of São Paulo, in the state of São Paulo; and

(g) Mr. **JULIO MOURA NETO**, Brazilian, married, business administrator and engineer, holder of Identity Card (RG) no. 04547S42-7 SSP/RJ, enrolled at the Individual Taxpayers' Register (CPF/MF) under no. 468.948.027-34, with business address at Marcel Duhaut, no. 2.733, apto. 504, Providencia, in the city of Santiago, in Chile, represented in Brazil, pursuant to the terms of paragraph two of article 146 of Law no. 6,404/76, by Mr. Horacio Bernardes Neto, Brazilian, married, lawyer, enrolled at the São Paulo Chapter of the Brazilian Bar (OAB/SP) under no. 49.872 and at the Individual Taxpayers' Register (CPF/MF) under no. 956.078.038-72, with business address at Avenida Brasil, no. 1.008, Jardim América, CEP 01430-000, in the city of São Paulo, state of São Paulo.

On that occasion, the reelected Directors fulfilled all statutory requirements of articles 146 and 147 of Law no. 6,404/76 and of the Brazilian Securities and Exchange Commission (CVM) Normative Instruction no. 367, of May 29, 2002, and the reelected Directors, Messrs. **EDSON VAZ MUSA** and **LUIZ ERNESTO GEMIGNANI**, qualified above, also fulfilled the requirements of the São Paulo Stock Exchange (BOVESPA) *Novo Mercado* Listing Regulations, being, therefore, deemed independent members according to said *Novo Mercado* Listing Regulations.

4. the establishment of the Managers' global compensation up to the next Annual General Meeting to be held to evaluate the financial statements for the fiscal year to be ended on December 31, 2008, in the amount of up to fourteen million five hundred thousand *reals* (R\$14,500,000.00).

5. the maintenance of the newspaper *Valor Econômico* as the vehicle for publishing the financial publicity required by Law no. 6,404/76.

IX – Special General Meeting - Decisions: the majority of the shareholders of record of common shares, with no par value, issued by the Company and representing more than two-thirds (2/3) of the Company's capital stock, present to the meeting, approved the following:

1. the ratification of the change of article 5 and of the caption of article 6 of the Company's By-Laws related, respectively, to the Company's capital stock value and the number of its subscribed and paid-in shares, and to the limit of authorized capital, arising from the subscription of seven hundred thirty five thousand, five hundred ninety one (735,591) common, nominative shares, with no par value, at the total price of two million, eight hundred sixteen thousand, four hundred eighty four *reals* and eighty six

centavos (R\$2,816,484.86), during 2007, by the Company's managers and employees, as well as by the managers and employees of the Company's direct and indirect subsidiaries, parties to the Amendments to the Stock Option or Subscription Plans for Common Shares Issued by the Company for the Calendar Years of 2003 and 2004.

As a result of the above-mentioned share subscription and payment, the Company's capital stock increased from three hundred eighty seven million, eight hundred one thousand, four hundred ninety one *reals* and forty two *centavos* (R\$387,801,491.42) to three hundred ninety million, six hundred seventeen thousand, nine hundred seventy six *reals* and twenty eight *centavos* (R\$390,617,976.28).

The number of common, nominative shares, with no par value is changed from four hundred twenty eight million, one hundred ninety three thousand, four hundred sixty (428,193,460) to four hundred twenty eight million, nine hundred twenty nine thousand, fifty one (428,929,051).

The limit of authorized capital, in turn, decreased from thirteen million, one hundred sixteen thousand, six hundred sixty five (13,116,665) common, nominative shares, with no par value, to twelve million, three hundred eighty one thousand, seventy four (12,381,074).

Therefore, article 5 and the caption of article 6 of the Company's By-Laws now read as follows:

Article 5 – *the Company's subscribed and paid-in capital stock totals three hundred ninety million, six hundred seventeen thousand, nine hundred seventy six reals and twenty eight centavos (R\$390,617,976.28), split in four hundred twenty eight million, nine hundred twenty nine thousand, fifty one (428,929,051) common, nominative shares, with no par value.*

Article 6 – *the Company hereby becomes authorized to increase its capital stock up to the limit of twelve million, three hundred eighty one thousand, seventy four (12,381,074) common, nominative shares, with no par value.*

2. the exclusion of paragraphs 2 and 3 of article 2 of the Company's By-Laws related to the addresses of the Company's branches.

3. the ratification of the hiring of Deloitte Touche Tohmatsu Auditores Independentes, headquartered in the city of São Paulo, state of São Paulo, at Rua José Guerra, no. 127, Chácara Santo Antônio, CEP 04719-030, enrolled at the Corporate Taxpayer's Register (CNPJ/MF) under no. 49.928.567/0001-11 and at the Regional

Accounting Board under no. 2 SP011609/O-8, a specialized company responsible for the appraisal of the book value of the shareholders' equity of the Company's wholly-owned subsidiary, Nova Flora Participações Ltda., a limited liability company headquartered in the city of Barueri, state of São Paulo, at Avenida Juruá, no. 253, 1º andar, sala "C", enrolled at the Corporate Taxpayer's Register (CNPJ/MF) under no. 03.322.198/0001-18.

4. the appraisal report of the book value of the shareholders' equity of Nova Flora Participações Ltda., identified above, carried out by Deloitte Touche Tohmatsu Auditores Independentes based on the balance sheet of Nova Flora Participações Ltda. prepared on December 31, 2007, in accordance with the accounting practices adopted in Brazil, the provisions of Law no. 6,404/76 and the rules issued by the Brazilian Securities and Exchange Commission (CVM) and audited by Deloitte Touche Tohmatsu Auditores Independentes, identified above. Said Appraisal Report constitutes Exhibit I to these minutes, being an integral and inseparable part of same.

5. the Protocol of Merger and Justification of the merger of Nova Flora Participações Ltda. into the Company, signed by the managers of both companies on February 27, 2008, which constitutes Exhibit II to these minutes, being an integral and inseparable part of same.

6. the merger of Nova Flora Participações Ltda. into the Company, with due regard to all terms and conditions of the Protocol of Merger and Justification, pursuant to the merger of the net assets of Nova Flora Participações Ltda. into the Company.

As a result of the merger, the Company becomes the successor of Nova Flora Participações Ltda. in all of its assets, rights and obligations, with the subsequent winding-up of Nova Flora Participações Ltda. for all legal purposes.

The merger of Nova Flora Participações Ltda. will not result in an increase in the Company's capital stock, as well as in any change of rights and privileges allocated to the shares issued by the Company or in changes to its corporate purpose. The headquarters of Nova Flora Participações Ltda. will be closed.

7. The authorization to the Company's Officers to carry out any and all acts required for the implementation of the merger of Nova Flora Participações Ltda. into the Company.

X – Minutes Publicity: the shareholders present to the meeting unanimously approved the publicity of the current minutes without the signatures of the shareholders who were present, pursuant to paragraph 2 of article 130 of Law no. 6,404/76.

XI – Closing: having nothing else to discuss, the Chairperson of the meeting thanked the presence of all and closed the session, first adjourning the meeting so that the present minutes could be recorded, which, after being read, discussed and found as fulfilling the requirements, said minutes were approved and signed by all shareholders present to the meeting, by myself the Secretary and by the Chairperson.

JOSÉ DAVID VILELA UBA
Financial and Investor Relations Officer