

## **NATURA COSMÉTICOS S.A.**

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

CORPORATE REGISTRY ID (NIRE) 35.300.143.183

Publicly-Held Company

Subscribed and Paid-in Capital: R\$ 401.166.387,64 – 430.028.699 common shares

Authorized Capital: up to 11.281.426 common shares

### **MATERIAL FACT**

Natura Cosméticos S.A. ("Company"), in compliance with Normative Ruling no. 358 ("CVM Ruling 358"), issued by the Brazilian Securities and Exchange Commission ("CVM") on January 3, 2002, and for the purposes of Article 7 of CVM Ruling no. 471, of August 8, 2008 ("CVM Ruling 471"), announces to its Shareholders and the market in general as follows:

- 1.** On July 2, 2009, shareholders of the Company's controlling bloc ("Selling Shareholders") filed a request with the National Association of Investment Banks ("ANBID") for a preliminary analysis of the application for registration of a secondary public offering of common shares issued by the Company and held by the Selling Shareholders ("Offer"). Such request shall make use of the simplified procedure set forth in CVM Ruling 471 and in the agreement executed between CVM and ANBID. The Offer will not entail the transfer of the Company's share control.
- 2.** The price per Share shall be determined after verification of the result of the bookbuilding procedure, in compliance with Articles 23, paragraph 1, and 44 of CVM Ruling 400, having as parameters (i) the Shares quotation at BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange ("BM&FBovespa"); and (ii) the indications of interest, depending on the demand (per volume and price), gathered during the bookbuilding procedure.
- 3.** The actual Offer value shall be established in accordance with market conditions at the time of price determination.
- 4.** The minutes of the preliminary prospectus, which was submitted to the analysis of ANBID and CVM, are available on the Internet pages of the Company ([www.natura.net](http://www.natura.net)), CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and BM&FBovespa ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)).
- 5.** The Company shall keep the market and its shareholders informed as to the progress of the Offer.

The securities offered will not be or have not been registered under the United States under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Itapecerica da Serra, July 2, 2009

**Natura Cosméticos S.A.**

**Roberto Pedote**

Chief Financial and Investor Relations Officer