

NATURA COSMÉTICOS S.A.

NIRE 35.300.143.183
A Publicly-Held Corporation
Tax ID # 71.673.990/0001-77

Subscribed and Paid-In Capital: R\$ 402,091,242.71 - 430,114,857 common shares
Authorized Capital: up to 11,195,268 common shares

**MINUTES OF MEETING OF THE BOARD OF DIRECTORS
HELD ON DECEMBER 7, 2009**

On December 7, 2009, at 10:00 am, at the headquarters located in Itapeacerica da Serra, São Paulo State, at Rodovia Régis Bittencourt, s/n.º, Km 293, Edifício I, the majority of the members of the Board of Directors of **NATURA COSMÉTICOS S.A.** ("Company") met under the chairmanship of Pedro Luiz Barreiros Passos, in order to **1.** authorize the 1st (first) issue of commercial promissory notes, for public distribution with limited placement efforts, under CVM Instruction 476, of January 16, 2009 ("Issue", "Limited Placement Efforts Offer", "Promissory Notes" and "CVM Instruction 476/09", respectively), in the total amount of R\$ 350,000,000.00 (three hundred and fifty million reais); and **2.** authorize the Directory of the Company to practice all the acts required for the Issue and the Limited Placement Efforts Offer, notably concerning the hiring of financial institutions to be responsible for the custody services and the payment of the Promissory Notes and for the coordination and intermediation of the Limited Placement Efforts Offer, on a firm commitment, pursuant to CVM Instruction 476/09, as well as other service providers related to the Issue, the Limited Placement Efforts Offer and/or the Promissory Notes.

Having analyzed the matter, the board members unanimously approved without any exceptions:

1. Authorize the 1st (first) Issue of Promissory Notes of the Company, for public distribution with limited placement efforts, pursuant to CVM Instruction 476/09, in the total amount of R\$ 350,000,000.00 (three hundred and fifty million reais), which shall have the following terms and conditions:

- (a) Total Amount of Issue: R\$ 350,000,000.00 (three hundred and fifty million reais) in the Date of Issue (as set below);
- (b) Date of Issue: for all purposes and effects, the Promissory Notes' date of issue shall be the date of its effective subscription and payment ("Date of Issue");
- (c) Number of Series: the Issue shall occur in a single serie;
- (d) Amount of Promissory Notes: 350 (three hundred and fifty) Promissory Notes shall be issued;
- (e) Par Value: the Promissory Notes shall have a par value of R\$ 1,000,000.00 (one million reais) on the Date of Issue ("Par Value");
- (f) Form: the Promissory Notes shall be physically issued and remain under the custody of the mandatary bank and the custodian. The Promissory Notes shall be nominative and circulate by black endorsement, by simple transfer of ownership, of which shall contain the clause "without guarantee". For all purposes and effects, the ownership of the Promissory Notes shall be proven by

its respective Certificates (as set below). Additionally, for the Promissory Notes registered under the NOTA – Módulo de Notas Comerciais (“NOTA”), managed and operationalized by CETIP S.A. – OTC Clearing House (“CETIP”), the ownership of the Promissory Notes shall be proven by the extract issued by CETIP in the name of the respective owner;

- (g) Allocation of Resources: the resources captured through the Limited Placement Efforts Offer shall be destined for the refinancing of short term debts prior to the issuance of debentures by the Company, as approved in the Board of Directors Meeting held on October 21, 2009, in order to extend the medium term for the amortization of the Company’s debts;
- (h) Term and Maturity: the Promissory Notes shall have a term of 180 (one hundred and eighty) days from the Date of Issue (“Maturity Date”), when the Company is obligated to redeem the Promissory Notes in circulation upon payment of the Par Value plus Remuneration (in accordance with item (m) below);
- (i) Placement and Negotiation: the Promissory Notes shall be registered for distribution in the primary market and for negotiation in the secondary market, in compliance with the requirements and procedures of CVM Instruction 476/09, under the NOTA, managed and operationalized by CETIP;
- (j) Distribution Procedure: the Promissory Notes shall be object of the Limited Placement Efforts Offer, under CVM Instruction 476/09, on a firm commitment, with the intermediation of intermediary institutions members of the securities distribution system;
- (k) Subscription and Payment: the subscription price and the payment of the Promissory Notes shall correspond to the Par Value. The Promissory Notes shall be paid simultaneously to the subscription, in domestic currency;
- (l) Place of Payment: the payments regarding the Promissory Notes shall be executed in compliance with CETIP procedures, as for the Promissory Notes registered under the NOTA, or, in the case of Promissory Notes that shall not be registered under the referred module, in the Company’s headquarters;
- (m) Remuneration: the Promissory Notes shall have the right to the remuneration equal to the accumulated variation of 106% (one hundred and six percent) of the average daily rates as of one day Interbank Deposits ID, over extra group, expressed on the annually percentage form, on a 252 (two hundred and fifty-two) business days basis, calculated and released by CETIP daily, on its daily informative available on its website (<http://www.cetip.com.br>) (“Remuneration”). The Remuneration shall be calculated exponentially and cumulative, *pro rata temporis* by business days after, levied on the Par Value from the Date of Issue until the Maturity Date or, as the case may be, the date of the Early Maturity (as set below), given the precision criteria described in the NOTA’s Product Formulas, available on CETIP’s website (<http://www.cetip.com.br>). According to item (h) above, the payment of the Par Value plus the Remuneration shall occur upon the Maturity Date;
- (n) Guarantee: the Promissory Notes shall not have any type of guarantee;
- (o) Evidence of Limits: whereas (i) the Company is dully registered as a publicly held company on CVM; (ii) the Limited Placement Efforts Offer shall occur in

compliance with the requirements and procedures contained in the CVM Instruction 476/09; and (ii) the Promissory Notes Par Value is greater than R\$ 500,000.00 (five hundred reais), the Company is not subject to any limits and/or minimum requirements of shareholders equity and indebtedness for the consummation of the Issue and/or the Limited Placement Efforts Offer;

- (p) Early Maturity: the Promissory Notes may be declared early maturity, regardless of notice, formal or legal notification, the occurrence of events to be described in detail in the certificates of the Promissory Notes ("Certificates") and other documents of the issue, as applicable;
- (q) Early Redemption: The Promissory Notes may be redeemed early by the Company in accordance with the following: (i) the Promissory Notes may be redeemed early, at the sole discretion of the Company, in whole or in part, after 90 (ninety) days from the respective Date of Issue, without payment of premium, subject to the terms and conditions set out in the Certificates ("Early Redemption"); (ii) at the time of subscription of the Notes, the holders promised in the terms and conditions of the Redemption, to be described in detail in the Certificates of the Notes; (iii) the Early Redemption of the Notes will be held on payment of Par Value plus the Remuneration, calculated pro rata basis from the Issue Date until the effective date of Redemption; (iv) Partial Redemption of the Notes will be made by allotment or auction, pursuant to Article 7, paragraph 4, and observed the time limit laid down in Article 7, section II, both devices of Instruction No. 134, 1 November 1990, as amended ("CVM Instruction 134/90"); and (v) the Early Redemption means the extinction of its Promissory Note redeemed, it being forbidden to be held in treasury, as provided in Article 7, paragraph 3, of CVM Instruction 134/90;
- (r) Extension of Time: considered to be extended the deadlines for the payment of any financial obligation on the promissory notes until the first business day thereafter if the maturity coincide with days where there is no commercial or banking hours on site payment of the Notes, without any addition to the amounts to be paid, except in cases where payments are to be achieved through CETIP, in which case there will only be extended when the payment date to coincide with a national holiday, Saturday or Sunday; and

(2) Authorize the Directory of the Company to practice all the acts required for the Issue and the Limited Placement Efforts Offer, notably concerning the hiring of financial institutions to be responsible for the custody services and the payment of the Promissory Notes and for the coordination and intermediation of the Limited Placement Efforts Offer, on a firm commitment, pursuant to CVM Instruction 476/09, as well as other service providers related to the Issue, the Limited Placement Efforts Offer and/or the Promissory Notes.

There being no other issue to deal with, the Chairman of the Board declared the meeting closed, ordering these minutes to be drawn up, which having been read and approved, were signed by all the board members. Signatures: Pedro Luiz Barreiros Passos, Chairman of the meeting and Co-Chairman of the Board; Antonio Luiz da Cunha Seabra, Co-Chairman of the Board; Guilherme Peirão Leal, Co-Chairman of the Board; Edson Vaz Musa, board member; José Guimarães Monforte, board member; Luiz Ernesto Gemignani, board member and Julio Moura Neto, board member.

ROBERTO PEDOTE
Chief Financial Officer and Chief Investor Relations Officer