

## **NATURA COSMÉTICOS S.A.**

CNPJ/MF n.º 71.673.990/0001-77

A Publicly-held Company

NIRE 35.300.143.183

Subscribed and Paid-in Capital: R\$ 404,759,138.32 – 430,318,096 in common stock  
Authorized Capital: up to 10,992,029 in common stock

### **MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON MARCH 19, 2010**

On March 19, 2010, at 10:00 a.m. at the head office located in the city of Itapecerica da Serra, São Paulo state, on Régis Bittencourt highway, no number, Km 293, Building I, the Board of Directors of **NATURA COSMÉTICOS S.A.** gathered with the presence of all of its members under the chairmanship of Mr. Pedro Luiz Barreiros Passos, with the purpose of **examining, discussing and voting on (i) the text for the 2010 Stock Option Plan and (ii) the granting of purchase or subscription options of Company shares to its management and employees as well as to the management and employees of the companies it directly or indirectly controls**, pursuant to the terms of article 6, third paragraph and article 20, indent XVIII of the Corporate By-laws.

After having analyzed the matters, the board members approved unanimously and without any reservations (i) the text for the 2010 Stock Option Plan which is contained in Exhibit I to the present minutes, duly filed at the company's head quarter and (ii) the granting of **2,175,646** (two million, one hundred and seventy-five thousand, six hundred and forty-six) purchase or subscription options of Company shares to its management and employees as well as to the management and employees of the companies it directly or indirectly controls, under the terms of the Plan referred to.

The list of Company managers and employees as well as of those of the companies directly or indirectly controlled by it, all beneficiaries of the granting of purchase or subscription options of shares approved on this date and the respective quantity of options are included in "Exhibit B" of the 2010 Stock Option Plan, duly filed at the company's head quarter.

As there were no further matters to be discussed, the Chairman ended the meeting and requested that these minutes be drawn up which, after having been read and approved, were signed by all those present. Signed by: Pedro Luiz Barreiros Passos, Meeting Chairman and Co-Chairman of the Board of Directors; Antonio Luiz da Cunha Seabra, Co-Chairman of the Board of Directors; Guilherme Peirão Leal, Co-Chairman of the Board of Directors; Edson Vaz Musa, board member; José Guimarães Monforte, board member; Luiz Ernesto Gemignani, board member; and Julio Moura Neto, board member.

I hereby certify that this copy is a faithful representation of the minutes registered in the articles.

ROBERTO PEDOTE  
Chief Financial and Investor Relations Officer

Exhibit I to the Minutes of the Board of Directors' Meeting of Natura Cosméticos S.A. held on March 19, 2010 at 10:00 a.m.

## **STOCK OPTION PLAN FOR NATURA COSMÉTICOS S.A. CALENDAR YEAR 2010**

### **INTRODUCTION**

The present instrument was elaborated with the purpose of formalizing the 2010 Plan for granting stock purchase options or subscription of common shares of **NATURA COSMÉTICOS S.A.**, hereinafter referred to as "Company".

This Plan is fully in line with the Stock Option or Share Subscription Program approved at the Extraordinary General Meeting held on March 23, 2009 ("Program"), and aims at promoting the required entrepreneurship, assumption of risk and the engagement of executive officers with the Company, associated to gains for their commitment with long-term results and short-term performance.

By means of this present Plan, the Participants may acquire or subscribe, within terms and prices set forth herein, Company common shares, provided that all terms and conditions of this Plan and of the Program are complied with.

### **BASIC STRUCTURE OF THE PLAN**

#### **I – Granting and exercising of options**

Executive officers and employees of the Company as well as of those of the companies directly or indirectly controlled by it who prove they have invested a minimum of fifty per cent (50%) of the net amount received as profit sharing relative to the 2009 fiscal year in the acquisition of shares issued by the Company will be considered eligible for the 2010 Plan.

Executive officers and employees elected by the Company's Board of Directors as well as executive officers and employees of other companies under its direct or indirect control shall be deemed as 2010 Plan Participants, along with those (i) who evidence the investment of at least fifty per cent (50%) of the net amount received as profit sharing for the 2009 fiscal year in the acquisition of shares issued by the Company, delivering respective brokerage notes to the Company; and (ii) who signed the Private Instrument for the Granting of Stock Option or Shares Subscription ("Option Agreement"), with the commitment to authorize lock-ups for disposal of said shares.

For purposes of this item I, the executive officers and employees of the Company and of other companies under its direct or indirect control, have certified to the Company, in writing and pursuant to the notification standard mentioned in Exhibit I which has been duly signed and is an integral and inseparable part hereof, his/her intention of acquiring shares issued by the Company.

The list of 2010 Plan Participants and corresponding number of options granted by the Company is included in Exhibit B, an integral and inseparable part hereof.

The 2010 Plan Participants shall deliver to the Company, with acknowledgment of receipt, the brokerage notes issued by Itaú Brokerage firm or, in the exclusive case of executive officers or employees residing abroad, brokerage notes issued by any securities brokerage firm, as mentioned above, up to April 30, 2010 for Participants residing in Brazil, and up to May 30, 2010 for Participants residing abroad.

In addition, Participants residing in Brazil shall deliver to the Company, with acknowledgment of receipt and under the penalty of automatic cancellation of options granted thereto, the respective Option Agreements, duly signed, up to April 30, 2010, or up to May 30, 2010, for Participants residing abroad.

For purposes of complying with this item I, the Company will accept brokerage notes issued by Itaú Brokerage from March 26, 2010 to March 31, 2010 for Participants residing in the country; and for non-residents, brokerage notes for purchase of shares issued from March 26, 2010 to March 31, 2010 and from May 3, 2010 to May 7, 2010. The lock-up period informed by the Company is excluded from the periods mentioned in this paragraph.

In view of the obligations described above, the Board of Directors shall ratify the granting of the options approved herein to the Participants listed on Exhibit B, in a final resolution which shall occur after the deadline for receipt of the brokerage notes or of certificates of acquisition of shares effected by a financial institution, to which this item I refers.

During the period options are not exercised, the shares issued by the Company that the Participant acquired by using the net amount received as Profit Sharing for the 2009 fiscal year shall be locked-up and may not be sold, assigned, offered as collateral, swapped, rented, or otherwise transferred to third parties. In the event said shares are sold, granted, offered as collateral, swapped, rented, or otherwise transferred to third parties: (a) **before the options become mature**, the Participant shall lose the right to exercise the options and these shall be cancelled; (b) **after the options have become mature**, the Participant shall be immediately obliged to exercise the mature options, regardless of the maximum term for the exercise of the options.

Should the Participants intend to exercise their options, they shall sign the Instrument for the Transfer of Options or the Subscription List, observing the rules provided for in the Program and this Plan and the lock-up periods laid down in prevailing laws, in internal rules and in the Company Securities Trading Policy.

## **II – Inclusion of New Participants**

Without prejudice of options already granted and provided that the limits established in the authorized capital of the Company and in the Program are observed, the Board of Directors may, up to December 31, 2010 include new Participants in this present Plan, granting them the options it deems necessary.

## **III – Exercise of the options**

The requirements provided for in item V of the Program having been fulfilled, and provided the options become mature, the Participant shall be entitled to exercise his/her options, i.e., to subscribe new shares or to acquire treasury shares that have been issued or acquired under the Program, and thus shall formally notify the Company about his/her intention, observing the lock-up periods laid down in prevailing laws, in internal rules and in the Company Securities Trading Policy.

The options granted pursuant to this present Plan shall become mature, that is, may be exercised at the end of the fourth year, i.e., counting as of March 19, 2010, the options shall become mature on March 19, 2014.

The Option Holder may choose to exercise fifty per cent (50%) of granted options at the end of the third year. In this case, the balance of fifty per cent (50%) of the remaining options shall be cancelled.

It is worth mentioning that once granted, the 50% may be exercised as of March 19, 2013, being that once exercised, the remaining balance of fifty per cent (50%) shall be cancelled. Alternatively, as of March 19, 2014, all the options shall be deemed as mature, and therefore may be exercised.

The Participant may, at his/her exclusive discretion, exercise or not his/her options upon maturity, i.e., the Participant may exercise, at the end of the fourth year, the mature options pursuant to the terms mentioned above, or if he/she so desires, may postpone this exercise until the moment judged most appropriate, provided, however, that the maximum term of eight (8) years is observed, counted as of March 19, 2010, i.e., until March 19, 2018, for the exercise of options that are reaching maturity, under penalty of losing the right to said exercise.

#### **IV – Share subscription or purchase price**

The price for subscribing or purchasing each share is R\$ 34.17 (thirty-four reais and seventeen cents).

The price determined pursuant to the conditions mentioned above shall be monetarily adjusted according to the IPCA inflation index, which is calculated and published by the IBGE (Brazilian Institute for Geography and Statistics), or by another index that eventually replaces it, up to the effective date of subscription or purchase, as applicable and under the exact terms of the Program.

#### **V – Payment of subscribed or acquired shares**

The subscription or acquisition of shares under the present Plan must be paid on a cash basis, in local currency. Payment may be made by a nominal and for-deposit-only check payable to the Company, delivered to itself and which shall be deposited within 8 (eight) consecutive days of its receipt by Treasury.

#### **VI – Disposal of subscribed or acquired shares**

Shares acquired or subscribed pursuant to this Program and to this present Plan may be freely sold by the Participant on the stock market (Stock Exchange), observing the lock-up periods laid down in prevailing laws, in internal rules and in the Company Securities Trading Policy.

#### **VII – Type of shares, rights granted thereto**

For purposes of this present Plan, registered common shares shall be sold or issued, within the limits of authorized capital and according to the available funds provided for in each Plan. These shares shall ensure the same rights foreseen for other common shares issued by the Company.

#### **VIII – Preemptive right**

Pursuant to Article 171, paragraph 3 of Law 6.404/76, there shall be no preemptive right in the granting and in the exercise of the stock options or in the subscription of shares, be it in relation to current shareholders or in relation to those who acquire this capacity by force of this Plan.

**IX – Exhibits**

Exhibit A (Notification Standard to the Company) is an integral and inseparable part hereof.

Exhibit B (List of Participants and Number of Options Granted for the 2010 Plan) is an integral and inseparable part hereof.

Exhibit A to the 2010 Stock Option Plan

Notification Standard to the Company – *Stock Option Plan 2010* - Exhibit A



**LETTER OF INTENTION**

I, \_\_\_\_\_, Holder of Personal ID Card nbr. \_\_\_\_\_,  
Individual Tax Payer Registration nbr. \_\_\_\_\_, employee of  
\_\_\_\_\_, holding the position of \_\_\_\_\_, declare my  
intention of applying \_\_\_\_% (\_\_\_\_\_ per cent) of the net amount received in 2010 as  
Profit Sharing and Participation in Results relative to fiscal year 2009, in the acquisition of shares  
issued by Natura Cosméticos S/A, Corporate Tax Payer Registration nbr. 71.673.990/0001-77  
("Company"), in consideration of my participation in the **2010 Stock Option Program**, being fully  
aware that I must deliver this **letter of Intention** duly filled-in and signed, pursuant to the  
deadlines divulged by the Company, to the management and address below indicated:

**Compensation Management**  
**Juliana Tabegna Wei**  
**Rodovia Anhanguera, km 30,5, s/nº**  
**Cajamar – SP - CEP: 07750-000**  
**Tel.: (11) 4446-2160 – Fax: (11) 4446-2727**  
**Email: [julianawei@natura.net](mailto:julianawei@natura.net)**

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SIGNATURE

**Voucher of Receipt by Compensation Management:**

Name: \_\_\_\_\_  
Personal ID Card nbr.: \_\_\_\_\_  
Date: \_\_\_ / \_\_\_ / \_\_\_\_