

## NATURA COSMÉTICOS S.A.

CNPJ/MF nº 71.673.990/0001-77

Publicly Held Company

NIRE 35.300.143.183

### MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON FEBRUARY 6, 2013

On February 6, 2013, at 3 p.m., at the Company's head office, located in the City of Itapequerica 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.** met, with the attendance of the totality of its members and having Mr. Pedro Luiz Barreiros Passos as chairman of the meeting, in order to discuss the following matters:

**1.** To reelect, with term of office until February 5, 2016, the Company's executive officers, as follows: (a) **Alessandro Giuseppe Carlucci**, Brazilian citizen, married, business administrator, bearer of the Identity Card (RG) No. 17,423,822 SSP/SP, enrolled with the Individual Taxpayers' Registry (CPF/MF) under No. 084,142,238-93, as Chief Executive Officer; (b) **Roberto Pedote**, Brazilian citizen, married, business administrator, bearer of the Identity Card (RG) No. 13,564,073-8, enrolled with the CPF/MF under No. 115,324,298-27, for the office as Chief Financial Officer; (c) **Lucilene Silva Prado**, Brazilian citizen, divorced, lawyer, enrolled with the Brazilian Bar Association, Section São Paulo (OAB/SP) under No. 126,505 and enrolled with the CPF/MF under No. 081,640,338-47, for the office as Legal Officer; and (d) **José Vicente Marino**, Brazilian citizen, married, business administrator, bearer of the Identity Card (RG) No. 9,359,195, enrolled with the CPF/MF under No. 118,032,008-55, for the office as Commercial Officer, all of them with business address in the City of Itapequerica da Serra, State of São Paulo, at Rodovia Régis Bittencourt, s/nº, Km 293, Edifício I, CEP 06882-700. It is maintained the assignment of duties of the Company's Investor Relations Officer to the Chief Financial Officer, **Roberto Pedote**, above qualified.

The reelected executive officers evidenced to have met all the prerequisites for eligibility provided for in articles 146 and 147 of Law 6,404/76 and subsequent amendments, CVM Instruction 367/2002 and the New Market Listing Regulations of BM&FBOVESPA, as per the terms filed at the Company's head offices.

**2.** To recommend the approval, by shareholders of the Company at the Shareholders' Annual Meeting, in compliance with Article 142, V, of Law 6,404/76 and Article 20, X, of the Company's Bylaws, of the Administration Report and management's account, the Financial Statements regarding the fiscal year ended December 31, 2012 and the destination of the results of such fiscal year, which will be published on February 7, 2013.

**3.** To recommend the approval, by shareholders of the Company at the Shareholders' Annual Meeting, of the payment, on April 17, 2013, of:

- a) the balance of dividends, for the results of the fiscal year 2012, in a total amount of R\$ 469,512,954.93, corresponding to R\$ 1.093676289 per share (with exclusion of treasury shares), without withholding at source the income tax, pursuant to prevailing regulations. Shareholders of record on February 15, 2013 will be entitled to said dividends; as of February 18, 2013, the shares of the Company will be traded ex-dividend.
- b) interest on stockholders' equity for the period from July 26 to December 31, 2012, in a total amount of R\$ 21,831,846.93, corresponding to R\$ 0.050854770 per share (with exclusion of treasury shares), with withholding of 15% income tax, resulting in a net interest on stockholders' equity of R\$ 0.043226555 per share, except for shareholders that demonstrate to be tax exempt or immune. Shareholders of record on February 15, 2013 will be entitled to said interest on stockholders' equity; as of February 18, 2013, the shares of the Company will be traded ex- interest.

4. To recommend the approval, by shareholders of the Company in the Shareholders' Annual Meeting, of the global compensation of the members of the Board of Directors and the Board of Officers, in the total amount of R\$ 23,480,585.23, to be paid, as from the date of its approval at the Annual Shareholders' Meeting to be held on April 12, 2013, until the next Annual Shareholders' Meeting in which the shareholders of the Company shall vote the Financial Statements regarding the fiscal year ended December 31, 2013.

5. To recommend the approval, by shareholders of the Company in the Shareholders' Annual Meeting, pursuant to Article 196 of Law 6,404/76 and Article 20, XI, of the Company's Bylaws, of the Company's annual budget for the year of 2013, which, contemplating the fixed assets and working capital, will be of R\$ 582,000,000.00, having the origin of Third Party proceeds.

As there were no further matters to be discussed, these minutes were read, approved and executed by all present. 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; Luiz Ernesto Gemignani, Director; Marcos de Barros Lisboa, Director; Julio Moura Neto, Director; Raul Gabriel Beer Roth, Director; Plínio Villares Musetti, Director; Roberto Oliveira de Lima, Director; and Moacir Salzstein, Secretary of the Meeting.

I declare this is a true copy of the minutes drawn-up in the proper book.

Itapecerica da Serra, February 6, 2013

MOACIR SALZSTEIN  
Secretary of the Meeting