

MANAGEMENT'S PROPOSAL

Shareholders' Extraordinary Meeting to be held on October 10, 2014

Dear Shareholders,

The Management of Natura Cosméticos S.A. ("Company") hereby presents to its Shareholders the following proposals to be discussed in the Extraordinary Meeting to be held on October 10, 2014:

- (1)** To approve that the Board of Directors of the Company shall be formed by nine (9) members.

According to the provisions of Article 16 of the By-Laws of the Company, the Board of Directors is formed by at least five (5) and a maximum of nine (9) members. The Annual Shareholders' Meeting held on April 11, 2014 determined that the Board of Directors of the Company be formed by eight (8) members.

The current management proposes that the Board of Directors be formed by nine (9) members, all of which with a term of tenure until the Annual Shareholders' Meeting that shall resolve upon the financial statements for the fiscal year to end on December 31, 2014.

The possibility of electing a new member to the Board of Directors is aligned with the Company's compromise to seek the best corporate governance practices and the change hereby proposed is justified once it will give more diversity to the Board of Directors adding expertise and knowledge.

- (2)** To elect a new member to the Board of Directors of the Company.

The current management designates to form the Board of Directors of the Company, with a term of tenure until the Shareholders Annual Meeting that shall resolve on the financial statements of the fiscal year to end on December 31, 2014. Mrs. Silvia Freire Dente da Silva Dias Lagnado that due to her rich curriculum and broad international experience will aggregate expertise and value to the Board of Directors.

EXHIBIT I – MANAGERS OF THE COMPANY

Information about the candidate for member of the Board of Directors

Item 12 of the Reference Form (Article 10 of CVM Instruction 481/2009)

Name	Age	Profession	Individual Taxpayer ID (CPF)	Elective position held	Date of election	Date of investiture	Term of Office	Other positions held	Appointed by controlling shareholder
Silvia Freire Dente da Silva Dias Lagnado	51	Engineer	N/A	Director	October 10, 2014	Within 30 days from election	Until the Annual Shareholders' Meeting of 2015	Committee Member	Yes

Information about the candidate for member of the Board of Directors

- (a) Description of the main occupations and résumé of the Director appointed herein, indicating whether he/she holds or has held management positions in publicly held companies:

Silvia Freire Dente da Silva Dias Lagnado, graduated 1986 from *Escola Politécnica da Universidade de São Paulo*. She was Chief Marketing Officer and President of Bacardi Global Brands from June 2010 to November 2012. Worked at Unilever from 1986 to 2010 and was Executive Global Vice President of the Culinary Category, besides acting in a variety of other international positions during the 25 years she remained at the Company. As Executive Vice President of the Culinary Category, located in London, oversaw the entire business unit covering soups, sauces, broths and frozen products. While working for Unilever, she was Senior Global Vice President of the brand Dove, located in United States, and Vice President of Latin America Deodorants, located in Buenos Aires. Silvia is currently an independent member of the Board of Directors of Sapient Corp, consultancy firm focused on digital technology and marketing in Boston, MA, USA and of Britvic Plc, production and marketing of soft drinks in the United Kingdom.

- (b) Description of any of the following events that occurred in the past five (5) years:

- i. any criminal conviction;
- ii. any criminal conviction in administrative proceedings before the Exchange Commission (CVM) and respective penalties applied; and
- iii. any final and unappealable sentence in the legal or administrative sphere, suspending or prohibiting the member from carrying out professional or commercial activities

Mrs. **Silvia Freire Dente da Silva Dias Lagnado** declared, for all purposes of law, that she has not been, in the past five years, subject to the effects of any criminal conviction, conviction or penalties in any administrative proceedings by the CVM or any final and unappealable sentence in the legal or administrative spheres

suspending or prohibiting them from carrying out professional or commercial activities.

(c) Marital relationship, stable union or kinship

There is no family relationship among Mrs. **Silvia Freire Dente da Silva Dias Lagnado** with (i) our administrators; (ii) our administrators and the administrators of the Company's direct and indirect subsidiaries; (iii) our administrators and our direct and indirect subsidiaries, and our direct or indirect controlling shareholders; and/or (iv) our administrators and the administrators of our direct and indirect parent companies.

(d) Hierarchy, service agreements or control relationships in the last three fiscal years between administrator and the Company and: (i) any direct or indirect subsidiary of the Company; (ii) direct or indirect controlling shareholder of the Company; (iii) if material, any supplier, client, debtor or creditor of the Company, its subsidiary or parent company or any company controlled in any manner by these persons

There is no hierarchy, service agreements or control relationships in the last three (3) fiscal years between Mrs. **Silvia Freire Dente da Silva Dias Lagnado** and any direct or indirect subsidiary of the Company

(e) Description of the provisions of any agreements, including insurance policies, that envisage the payment or reimbursement of expenses borne by the administrators, resulting from the reparation of damages caused to third parties or the Company, of penalties imposed by government agents, or agreements aimed at ending administrative or court proceedings, while exercising their functions.

The Company has Directors and Officers Liability Insurance contracted with Ace Seguros, for the period from December 31, 2013 to December 31, 2014, to cover losses and damages to third parties arising from acts related to the exercise of functions and powers by the Directors and/or Executive Officers of the Company and/or Administrators, in the amount of up to sixty million reais (R\$60,000,000.00).