

**NATURA &CO HOLDING S.A.**

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of the Ministry of Economy 35.3.0053158-2  
(CNPJ/ME)  
No. 32.785.497/0001-97

**Manual for Participation in the Annual and Extraordinary General Meetings**

**April 30, 2020**

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**1. INVITATION**

Natura &Co Holding S.A. (“Company” or “Natura &Co”) invites its shareholders to attend the Annual and Extraordinary General Meetings (“AEGM” or “Meetings”) to be held at 12 p.m. on April 30, 2020, at its principal place of business, located at Avenida Alexandre Colares, No. 1.188, room A17, block A, Parque Anhanguera, CEP 05106-000, in the city of São Paulo, State of São Paulo, Brazil, in order to resolve the matters contained in the call notice, according to item 3 of this Manual for Participation in the Meetings (“Manual”).

With the purpose of facilitating and encouraging the participation in the Meetings, the Company will make available, through the worldwide web, the information and documents set out in Law No. 6,404, of December 15, 1976 (“Corporations Act”) and CVM Rule No. 481, of December 17, 2009 (“CVM Rule No. 481”).

Please feel free to examine the Management Proposal and other documents related to the AEGM at Natura&Co Investors Relations website (<https://natu.infoinvest.com.br/>), the Brazilian Securities and Exchange Commission website ([www.cvm.gov.br](http://www.cvm.gov.br)), the website of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and at the Company’s principal place of business.

As required by the Corporations Act, and save in case of a legal order to the contrary, the Company shall hold the in-person AEGM at its principal place of business. Notwithstanding that, as known to its shareholders, Brazil and the world are facing a delicate situation, with the new coronavirus (COVID-19). The measures recommended by the authorities to hinder its propagation include avoiding agglomerations of people, such as general meetings.

In this regard, in conformity with said recommendations and to decrease the risk of propagation of coronavirus, the Company’s administration recommends that its shareholders exercise their voting rights by means of remote voting bulletins (“Bulletin”), made available by the Company pursuant to CVM Rule 481, avoiding personal attendance at the AEGM.

São Paulo, March 31, 2020.

**José Antonio de Almeida Filippo**  
Finance and Investor Relations Officer

## **2. PROCEDURES AND TERMS**

Shareholders attendance in the Meetings is extremely important.

For the instatement of the AGM, upon first call, the attendance of Shareholder representing at least one-fourth (1/4) of registered common shares without par value issued by the Company shall be necessary, pursuant to the provisions of article 135 of the Corporations Act. For the instatement of the EGM, upon first call, the attendance of Shareholder representing at least two-thirds (2/3) of registered common shares without par value issued by the Company shall be necessary, pursuant to the provisions of article 135 of the Corporations Act.

In case such quorum is not reached, the Company will announce a new date for the Meetings to be held and may, upon second call, be instated with any given number of attending Shareholders.

The Shareholders shall go to the Company's principal place of business, on the date of the Meetings, and cast their votes or, if they may not be present, they may appoint a Proxy, observing the representation rules described as follows. The Shareholders may also cast their votes by sending in the Bulletin, as provided for in CVM Rule No. 481.

### **2.1. Attending Shareholder**

The Company shall begin the registration of Shareholders to attend the Meetings soon after publication of the Call Notice.

Shareholders who opt for attending the Meetings in person are requested to register up to April 24, 2020 (including such date), by means of remittance of the necessary documents in attention to "Tamires Quirino Parini - Investor Relations Office – AEGM 2020", in the Company's principal place of business.

In case of doubt, please contact Natura & Co. Investors Relations Board either via email (ri@natura.net) or on telephone numbers +55 (11) 4389-7881 or +55 (11) 99926-0173.

On the day of the AEGM, the Company shall begin the registration of shareholders to attend the Meetings at 11.45 a.m. in the Company's principal place of business, location where the Meetings will be held. The shareholders who wish to attend the AEGM shall present themselves, with a reasonable advance, at the time indicated in the Call Notice (12 p.m.), with the following documents, except if already delivered upon the previous registration:

#	Shareholder	Required Documents
1	Individual	<b>A certified copy of the identification document with shareholder's photo.</b> Example: ID Card RG, Driver's License or trade association card or work cards issued by the Government agencies, provided they contain a photo of their holder.
2	Legal Entity	<b>Certified copies of the following documents:</b> - restated bylaws or the most recent articles of organization and corporate documents that may evidence the Shareholder's legal representation; and - identification document of the legal representative according to item 1 above.
3	Shareholder appointed as Investment Fund	<b>Certified copies of the following documents:</b> - the most recent restated regulations of the fund; - the most recent restated bylaws or corporate acts of the administrator or manager, as the case may be, in accordance with the voting policy of the fund and corporate documents that may evidence representation powers; and - identification document of the legal representative according to item 1 above.

The Company will not demand certification of signature and/or consularization or apostille of the powers of attorney granted by the shareholder to their respective representatives, nor will it demand a sworn translation of the powers of attorney and documents drawn up or translated into Portuguese or English, or those documents attached with the respective translations into such languages.

We remind that the purpose of the request for previous registration is to facilitate the preparation works of the AEGM, not representing any obstacle to participation of the shareholder.

## **2.2. Shareholders Represented by Proxy**

The Shareholder who cannot personally attend the Meetings may be represented by Proxy appointed less than one (1) year ago, as set out in paragraph 1 of article 126 of the Corporations Act.

The powers of attorney, pursuant to paragraph 1 of article 126 of the Corporations Act, may only be granted to people who meet at least one of the following requisites:

- i. to be a shareholder or manager of the Company;
- ii. to be a lawyer; or
- iii. to be a financial institution.

For the shareholders who are legal entities, according to understanding of the CVM Board at a meeting held on November 4, 2014 (CVM Proceedings RJ2014/3578), the proxy does not need to be:

- i. a shareholder or manager of the Company;
- ii. a lawyer; or
- iii. a financial institution.

The Company shall begin the registration of Shareholders represented by proxy soon after publication of the Call Notice.

Shareholders who opt for being represented by proxy are requested to register up to April 24, 2020 (including such date), by means of remittance of the necessary documents in attention to "Tamires Quirino Parini - Investor Relations Office – AEGM 2020", in the Company's Principal Place of Business.

In case of doubt, please contact Natura &Co Investors Relations Board either via email (ri@natura.net) or on telephone numbers +55 (11) 4389-7881 or +55 (11) 99926-0173.

On the day of the AEGM, the Company shall begin the registration of shareholders represented by proxy to participate in the Meetings at 11.45 a.m. in the Company's principal place of business, location where the Meetings will be held. The shareholder's proxy shall present him/herself with a reasonable advance, at the time indicated in the Call Notice (12 p.m.), with the following documents, except if already delivered upon the previous registration:

- i. Power of attorney granted by the Shareholder to the Proxy;
- ii. A certified copy of the identification document with Proxy's photo (Examples: ID Card RG, Driver's License or trade association card or work cards issued by the Government agencies, provided they contain a photo of their holder);
- iii. Evidence of ownership of the shares issued by the Company; and
- iv. Documents of the Shareholder listed in the chart in item 2.1 above, as the case may be.

We remind that the purpose of the request for previous delivery of the power of attorney by the shareholders who intend to be represented by a legally appointed Proxy is to facilitate preparation works of the AEGM, not representing any obstacle to their participation.

## **2.3. Participation by Remote Voting**

The Shareholders may also cast their votes by means of remittance of the Bulletin, as provided for in CVM Rule No. 481. The remittance of the vote shall be formalized by the Bulletin, according to versions made

available by the Company on its Investor Relations website (<https://natu.infoinvest.com.br/>), on the Brazilian Securities and Exchange Commission website ([www.cvm.gov.br](http://www.cvm.gov.br)) and on the website of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

In the Bulletin, the following data must be filled in: (i) full name or corporate name; and (ii) Register number with the Ministry of Economy, whether in case of legal entities (CNPJ) or individuals (CPF). Providing an e-mail address is advisable but not mandatory.

Any shareholder who opts for exercising their remote voting right may (i) fill out the Bulletin and submit it directly to the Company; (ii) in case they have shares issued by the Company deposited with custody institutions, sent the voting instructions to the custody institutions, which will send the votes to the Depository Center of B3 S.A. - Brasil, Bolsa, Balcão, subject to the established procedures and documents required by the respective custody institution; or (iii) in case of shares issued by the Company deposited with a financial depository institution responsible for the Company's book-entry share services, namely, Itaú Corretora de Valores S.A. (CNPJ/ME No. 61.194.353/0001-64) ("Itaú"), submit the voting instructions to Itaú, subject to the procedures established and documents demanded thereby.

For this Bulletin to be considered valid and for the votes cast through it to be counted as an integral part of the quorum of AEGM (i) all fields must be properly filled; (ii) all pages must be initialed by the shareholder (or their legal representative, as the case may be); and (iii) the shareholder (or their legal representative, as the case may be) shall sign it at the end.

The deadline for submission of the Bulletin directly to the Company or through service providers (as per article 21-B of CVM Rule 481) is April 23, 2020 (including such date). The Bulletin received after such date shall be disregarded.

The shareholder that chooses to exercise their remote voting right by sending the Bulletin directly to the Company must forward the documents listed below to the Company's principal place of business located at Avenida Alexandre Colares, No. 1188, room A17, block A, Parque Anhanguera, in the City of São Paulo, State of São Paulo, CEP 05106-000, in attention to "Tamires Quirino Parini - Investor Relations Office – AEGM 2020":

(i) a hard copy of the Bulletin, duly filled out, initialed and signed, with the signature being certified by a notary public; and

(ii) certified copy of the following documents: (a) individual shareholders: identification document with a photograph; (b) legal entity shareholders: certified copies of the last restatement of the bylaws or articles of association and documentation proving the representation (minutes of the election of the officers and/or power of attorney) and identification document with a photograph of the legal representative(s); and (c) shareholders that are investment funds: certified copies of the latest restated internal regulations of the fund, bylaws or articles of association of its manager and documentation proving the representation (minutes of the election of the officers and/or power of attorney and identification document with a photograph of the legal representative(s)).

The Company will not demand certification of signature and/or consularization or apostille of the powers of attorney granted by the shareholder to their respective representatives, nor will it demand a sworn translation of the powers of attorney and documents drawn up or translated into Portuguese or English, or those documents attached with the respective translations into such languages.

The Bulletin and the relevant documentation shall only be deemed received by the Company and, therefore, taken into consideration for the quorums of the AEGM, if the Company receives the hard copy of such documents as per items (i) and (ii) above, up to seven (7) days before the date the AEGM is to be held, that is, April 23, 2020 (including such date). The Bulletin and the relevant documentation received after such date shall be disregarded.

To better organize the AEGM, we ask the shareholder to also send the documents to the Company in advance, forwarding the digital copies of the Bulletin and the abovementioned documents to the electronic address [ri@natura.net](mailto:ri@natura.net) (Subject: Remote Voting Bulletin).

Once the Bulletin and other required documentation have been received in their hard copies, the Company will inform the shareholder, within three (3) days, of the receipt of the Bulletin, and if the Bulletin and any supporting documents are not sufficient for the Shareholder vote to be deemed valid, or if there is need of rectification or new submission of the Bulletin or supporting documents, describing the procedures and terms necessary for the regularization of the remote voting.

The Shareholder may rectify or resend the Bulletin or the documents attached, observing the deadline of April 23, 2020 (including such date). The Bulletin and/or their supporting documents received after such date shall be disregarded.

#### **2.4. Conflict of Interests**

During the holding of the AEGM, as it occurs in the meetings of the Company's management and inspection bodies, the attending Shareholders must pronounce themselves upon the existence of any situation of conflict of interests in any matters under discussion or subject to resolution, in which their independence might be jeopardized. Attending shareholders who have knowledge of a situation of conflict in relation to another Shareholder and the matter subject to resolution shall also pronounce themselves.

Upon pronouncement of a conflict of interests, the conflicted Shareholder shall abstain from taking part in the resolution in relation to that matter. In case the conflicted Shareholder refuses to abstain from the resolutions, the president of the AEGM shall determine the annulment of the conflicted votes cast, even after the meeting.

### **3. CALL NOTICE**

#### **NATURA & CO HOLDING S.A.**

National Register of Legal  
Entities of the Ministry of  
Economy (CNPJ/ME) No.  
32.785.497/0001-97

Publicly-Held Company

State Registration (NIRE)  
35.3.0053158-2

#### **CALL NOTICE OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETINGS**

The Board of Directors of **NATURA & CO HOLDING S.A.** ("**Company**"), by its Co-Chairman, Mr. Guilherme Peirão Leal, invites the Shareholders of the Company to meet at the annual and extraordinary general meetings to be jointly held at 12 p.m. of April 30, 2020 ("**Meetings**"), at the Company's principal place of business at Avenida Alexandre Colares, No 1.188, room A17, block A, Parque Anhanguera, CEP 05106-000, in the City of São Paulo, State of São Paulo, in order to resolve upon the following matters included in the agenda:

##### **At the Annual General Meeting:**

- (1)** to receive the management accounts, examine, discuss and vote on the management report and the financial statements, accompanied by the independent auditors' report, for the fiscal year ended on December 31, 2019;
- (2)** to examine, discuss and vote the proposals of allocation of losses assessed in the fiscal year ended on December 31, 2019 to the accrued losses account of the Company;
- (3)** to define the number of members for the Company's Board of Directors;
- (4)** to resolve on the independence of the candidates to the positions of members of the Board of Directors;
- (5)** to appoint the members of the Company's Board of Directors, for the unified term of office set forth in the Bylaws, which will be equal to either one (1) year or, in case of approval of the increase in the unified term of office included in the agenda for the Extraordinary General Meeting to be held on the same date, two (2) years; and
- (6)** to fix the overall compensation of the Company's managers, to be paid up to the date of the annual general meeting at which the Company shareholders vote on the financial statements for the fiscal year ending on December 31, 2020.

##### **At the Extraordinary General Meeting:**

- (1)** to resolve on the absorption of the losses assessed in the fiscal year ended on December 31, 2019 into the capital reserve account related to the premium in the issue/sale of shares;
- (2)** to resolve on the amendment of the main section and paragraph 2, and the exclusion of paragraph 6, of article 16, the amendment of article 18 and its paragraphs, the amendment of paragraph 3 of article 19 and the inclusion of new item "xxvii" to article 20 of the Company's Bylaws, to (i) change the unified term of office of the Board of Directors from up to one (1) year to two (2) years; (ii) create the position of Chief Executive of the Group and to specify its attributions; (iii) change and specify the attributions of the Co-Chairmen and of the Executive Chairman of the Board of Directors and; and (iv) implement adjustments to the operation rules and competences of the Board of Directors;
- (3)** to resolve on the amendment of article 21 and its paragraphs, the amendment of item "ii" of article 22, the exclusion of article 23, the amendment of article 24 and its paragraphs and the amendment of the main section, and the inclusion of new item "c", to article 25 of the Company's Bylaws, to change the composition and structure of the Executive Board of the Company, in order to create and assign specific roles for the positions of Executive Officer for Latin America, Financial Officer, Investor's Relations Officer, Corporate Governance

Offer and Global Operations and Procurement Officer, and to reflect the creation of the position of Chief Executive of the Group;

(4) to resolve on the creation of the Group Operating Committee, in order to assist, advise and provide support to the leadership and management of the interests of the Natura group, as well as to specify its duties, with the respective creation of Subsection IV to Section II of Chapter III of the Company's Bylaws;

(5) to resolve upon the amendment to article 41 and the exclusion of current article 42, sole paragraph, from the Company's Bylaws, as a result of the Company's current shareholding structure; and

(6) to resolve upon the restatement of the Company's Bylaws, including with the renumbering of articles, to reflect the modifications indicated above, as well as the amendment to article 5 of the Bylaws to state the updated figures for both the capital stock amount and the number of shares.

#### **General Information:**

As required by Law No. 6,404, of December 15, 1976 ("Law No. 6,404/76"), and save in case of a legal order to the contrary, the Company shall hold the in-person Meeting at its principal place of business. Notwithstanding that, as it is known to its shareholders, Brazil and the world are facing a delicate situation, with the new coronavirus (COVID-19). The measures recommended by the authorities to hinder its propagation include avoiding agglomerations of people, such as general meetings.

In this regard, in conformity with said recommendations and to decrease the risk of propagation of coronavirus, the Company's management recommends that its shareholders exercise their voting rights by means of remote voting bulletins ("Bulletin"), made available by the Company pursuant to CVM Rule 481, of December 17, 2009 ("CVM Rule No. 481"), avoiding personal attendance at the AEGM.

Participants to the Meetings may be shareholders of registered common shares without par value, issued by the Company, on their own behalf, by their legal representatives or attorneys-in-fact, provided that said shares are kept in their name with the financial depository institution in charge of the Company's book-entry share service, namely, Itaú Corretora de Valores S.A. (CNPJ/ME No. 61.194.353/0001-64) ("Itaú"), as provided for in article 126 of Law No. 6,404/76. Those shareholders participating in the Fungible Custody of Registered Shares of B3 S.A. – Brasil, Bolsa, Balcão who wish to participate in the Meetings shall present an updated statement of their shareholding position supplied by the custodian institution.

We request from the shareholders that the powers of attorney with special powers for representation at the Meetings be filed in the principal place of business of the Company, in care of "Tamires Quirino Parini - Investor Relations Office – AEGM 2020", at Avenida Alexandre Colares, No. 1.188, roomA 17, block A, Parque Anhanguera, CEP 05106-000, in the city of São Paulo, State of São Paulo.

We inform that, if the shareholder opts for the exercise of the remote voting right, he/she may send the Bulletin by the following channels: (1) in case of shares issued by the Company deposited with a financial depository institution responsible for the Company's book-entry share services, submit the voting instructions to Itaú, subject to the procedures established and documents demanded by Itaú; (2) in case they have shares issued by the Company deposited with custody institutions, sent the voting instructions to the custody institutions, which will send the votes to the Depository Center of B3 S.A. - Brasil, Bolsa, Balcão, subject to the established procedures and documents required by the respective custody institution; or, still, (3) directly to the Company, according to instructions and terms contained in the Meeting Participation Manual and in the Bulletin. For more information about the exercise of the remote voting right, we request the shareholders to verify the rules provided for in CVM Rule No. 481/09, as well as the instructions and terms contained in the Meeting Participation Manual and in the Bulletin.

We request that the shareholders to present themselves prior to the start time of the Meetings indicated in this call notice, by taking an updated proof of the ownership of the registered common shares without par value issued by the Company, issued by Itaú and/or by a custodian institution in the forty-eight hour (48) period prior to the start time of the Meetings, as well as the following documents: (i) individual shareholders: an identification document with photograph; (ii) legal entity shareholders: certified copies of the last restatement of the bylaws or articles of association and documentation proving the representation (minutes of the election

of the officers and/or power of attorney) and identification document with a photograph of the legal representative(s); (iii) shareholders that are investment funds: certified copies of the latest restated rules of the fund, bylaws or articles of association of its managers and evidentiary documentation of representation (minutes of the election of the officers and/or power of attorney and identification document with a photograph of the legal representative(s)).

The Company will not demand certification of signature and/or consularization or apostille of the powers of attorney granted by the shareholder to their respective representatives, nor will it demand a sworn translation of the powers of attorney and documents drawn up or translated into Portuguese or English, or those documents attached with the respective translations into such languages.

To better organize the AEGM, we ask the shareholder to also send the documents to the Company in advance, forwarding the digital copies of the Bulletin and the abovementioned documents to the following electronic address: [ri@natura.net](mailto:ri@natura.net). In any case, under article 21-B of CVM Rule No. 481/09, it is crucial for the Company to receive the original Bulletin and a certified copy of the other documents previously sent by e-mail by the shareholder by April 23, 2020 (including such date), to the attention of "Tamires Quirino Parini - Investor Relations Office – AEGM 2020", at Avenida Alexandre Colares, No. 1.188, room A17, block A, Parque Anhanguera, CEP 05106-000, in the city of São Paulo, State of São Paulo.

Within three (3) days after the receipt of the hard copies of said documents, the Company shall send a notice to the shareholder to the e-mail address stated by the shareholder in the Bulletin<sup>1</sup>, regarding the receipt of the documents and the acceptance thereof.

We inform that the Manual for Participation at the Meetings, the Management Proposal and other documents set forth in law and in applicable regulation are available to the shareholders, at the Company's principal place of business located at Avenida Alexandre Colares, No. 1.188, room A17, block A, Parque Anhanguera, CEP 05106-000, in the city of São Paulo, State of São Paulo, the Company's Investors Relations page (<https://natu.infoinvest.com.br/>), the Brazilian Securities Commission page ([www.cvm.gov.br](http://www.cvm.gov.br)) and the page of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)), containing all necessary information for a greater best understanding of the matters above, in line with paragraph 6 of article 124, of article 133 and paragraph 3 of article 135 of Law No. 6,044/76 and article 6 of CVM Rule No. 481/09.

The minimum percentage for adoption of the multiple voting procedure for election of the members of the Board of Directors is of five percent (5%), pursuant to article 3 of CVM Rule No. 481/09. Also, pursuant to paragraph 1 of article 141 of Law 6,404/76, the request for adoption of the multiple voting must be made by the shareholders up to forty-eight (48) hours before the Annual General Meeting.

São Paulo, March 31, 2020.

**GUILHERME PEIRÃO LEAL**  
Co-Chairman of the Board of Directors

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<sup>1</sup> The shareholder must state its contact e-mail address in the Bulletin (field: "*E-mail address for the shareholder to submission of confirmation of receipt of the Bulletin by the Company*").

#### **4. INFORMATION ON THE MATTERS SUBJECT TO RESOLUTION**

To obtain information on the matters subject to resolution in the Meetings, please refer to the Management Proposal and other documents related to the AEGM made available by the Company at its Investor Relations website (<https://natu.infoinvest.com.br/>), at the Brazilian Securities and Exchange Commission website ([www.cvm.gov.br](http://www.cvm.gov.br)), at the website of B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and at the Company's principal place of business.

## **5. INTERESTING LINKS**

[www.natura.com.br/](http://www.natura.com.br/): Company's website

[www.natu.infoinvest.com.br/](http://www.natu.infoinvest.com.br/): Company's Investors Relations

[www.cvm.gov.br/](http://www.cvm.gov.br/): Legislation applicable to Joint Stock Companies and Information on the Company

[www.b3.com.br/](http://www.b3.com.br/): Novo Mercado Listing Rules

[www.ibgc.org.br/](http://www.ibgc.org.br/): Instituto Brasileiro de Governança Corporativa (Brazilian Institute for Corporate Governance)

[www.abihpec.org.br/](http://www.abihpec.org.br/): Associação Brasileira da Indústria de Higiene Pessoal, Perfumaria e Cosméticos (Brazilian Association of the Toiletry, Perfume, and Cosmetics Industry)

[www.abevd.org.br/](http://www.abevd.org.br/): Associação Brasileira de Empresas de Vendas Diretas (Brazilian Association of Direct Sales Companies)