

NATURA COSMÉTICOS S.A.
Publicly-Held Company
CNPJ/MF No. 71.673.990/0001-77

MATERIAL FACT

Natura enters into binding agreement to sell Avon International

Natura Cosméticos S.A. (together with its subsidiaries, “Natura”) informs its shareholders and the market in general that on September 17, 2025, it entered into a binding agreement to sell its wholly-owned subsidiary, Natura &Co UK Holdings Limited, the holding company of the Avon International business (the “Avon International Sale”), to an acquisition vehicle that is an affiliate of Regent (the “Buyer”). The Avon International Sale does not include the Avon Russian market nor the Avon brand and operations for the Latin America region.

Natura will receive a nominal consideration of £1.00 at the closing and rights to receive earn-outs and other contingent payments following the closing based on the future results and certain liquidity events. The earn-out and other contingent payments are limited to GBP 60 million.

As part of the transaction, Natura has agreed with the Buyer that most of the loan receivables held by Natura against the Avon International business will be capitalized prior to closing and the remainder transferred to the Buyer for nil consideration after satisfaction of post-closing conditions agreed by the parties.

Natura has also agreed to provide a secured credit facility to Avon International of up to USD 25 million, with a maturity of five years following the first utilization, which can be drawn down within one year following the closing of the transaction subject to certain conditions being met.

As mentioned above, the Avon brand for the Latin America region, including related economic rights and intellectual property infrastructure, is not part of the Avon International Sale perimeter and will remain with Natura.

The closing of the Avon International Sale is subject to closing conditions, including regulatory approvals which are expected to be obtained during the first quarter of 2026. Additionally, the Company reiterates that it continues to explore strategic alternatives for the Avon Russian market.

The Avon International Sale (in addition to the sale of the Avon business in the Central America region) is another important milestone in Natura’s effort to streamline its operations and continue its strategy to focus on its core business in Latin America.

São Paulo, September 18, 2025

SILVIA VILAS BOAS
Chief Financial and Investor Relations
Officer
Natura Cosméticos S.A.

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