

Avon Products, Inc. Announces Consent Solicitations for Notes due 2023 and 2043

London, United Kingdom, January 12, 2021 — Avon Products, Inc. (“**Avon**”) announced today that it is soliciting (the “**Consent Solicitations**”) consents (the “**Consents**”) from holders (the “**Holders**”) of Avon’s outstanding 5.000% Notes due 2023 (the “**2023 Notes**”) and the 6.950% Notes due 2043 (the “**2043 Notes**” and, together with the 2023 Notes, the “**Notes**” and each a “**Series of Notes**”) as of 5:00 p.m. New York City time, on January 11, 2021 (the “**Record Date**”) to effect amendments to each of the indentures governing the Notes (each, an “**Indenture**” and collectively, the “**Indentures**”), as described below, upon the terms and subject to the conditions set forth in the Consent Solicitation Statement, dated January 12, 2021 (as may be amended or supplemented from time to time, the “**Consent Solicitation Statement**”). The Consent Solicitations will expire at 5:00 p.m. New York City time, on January 20, 2021 (such time and date, as the same may be extended from time to time, the “**Expiration Date**”).

Certain details regarding the Notes and the Consent Solicitations are set forth in the table below.

Title of Security	CUSIP No.	Outstanding Principal Amount	Consent Payment(1)
5.000% Notes due 2023 (the “ 2023 Notes ”)	054303 BA9	U.S.\$461,883,000	U.S.\$2.50
6.950% Notes due 2043 (the “ 2043 Notes ”)	054303 AZ5	U.S.\$216,085,000	U.S.\$2.50

(1) The Consent Payment (as defined in the Consent Solicitation Statement) for the Consent Solicitations with respect to each series of Notes is an amount, per U.S.\$1,000 aggregate principal amount of the applicable Series of Notes for which a Holder thereof has delivered valid and unrevoked Consents to the applicable Proposed Amendments (on or prior to the applicable Expiration Date). No accrued interest will be paid in connection with the Consent Solicitations. Holders who validly deliver (and do not validly revoke) their Consents on or prior to the applicable Expiration Date will receive the Consent Payment, subject to the terms and conditions set forth in the Consent Solicitation Statement.

Avon is soliciting Consents in order to, among other things, with respect to each Series of Notes, (i) amend the definition of “GAAP” in each Indenture so that the term encompasses not only U.S. Generally Accepted Accounting Principles (“**U.S. GAAP**”) but also International Financial Reporting Standards (“**IFRS**” and together with U.S. GAAP, “**GAAP**”) as issued by the International Accounting Standards Board, as further described under “The Proposed Amendments” (the “**Accounting Standards Amendment**”), and (ii) amend the covenants regarding reporting and the provision of information in each Indenture so that (x) Avon shall only be required to furnish to the Holders of the 2023 Notes and the 2043 Notes Avon’s annual audited consolidated financial statements prepared in accordance with GAAP not later than 120 days after the close of its fiscal year and its interim unaudited quarterly financial statements for each of the first three quarters of the fiscal year not later than 90 days after the close of fiscal quarter, instead of the information which the applicable Indenture currently requires to be furnished by Avon, and (y) from the date that Avon’s obligations with respect to the applicable Series of Notes are guaranteed (in respect of each Series of Notes, a “**Guarantee**”) by Natura &Co Holding (as defined below) and Natura &Co Holding becomes party to such Indenture, only Natura &Co Holding (instead of Avon) shall be required to furnish to such Holders Natura &Co Holding’s annual audited consolidated financial statements prepared in accordance with GAAP not later than 120 days after the close of Natura &Co Holding’s fiscal year and Natura &Co Holding’s interim unaudited quarterly financial statements for each of the first three quarters of the fiscal year not later than 90 days after the close of fiscal quarter, instead of the information which the applicable Indenture currently requires to be furnished by Avon, in each case as further described under “The Proposed Amendments” in the Consent Solicitation Statement (the “**Reporting Amendment**” and, together with the Accounting Standards Amendment and certain other amendments as described in the Consent Solicitation Statement, the “**Proposed Amendments**”).

On May 22, 2019, Natura Cosméticos S.A., a corporation (*sociedade anônima*) incorporated under the laws of the Federative Republic of Brazil (“**Natura**”) entered into an Agreement and Plan of Mergers with Avon, Natura Holding S.A. (currently known as “Natura &Co Holding S.A.”), a corporation (*sociedade anônima*) incorporated under the laws of the Federative Republic of Brazil (“**Natura &Co Holding**”), Nectarine Merger Sub I, Inc., a Delaware corporation and a direct wholly owned subsidiary of Natura &Co Holding and Nectarine Merger Sub II, Inc., a Delaware corporation and a direct wholly owned subsidiary of Merger Sub I, pursuant to which Avon became a wholly owned direct subsidiary of Natura &Co Holding (the “**Transaction**”). The Transaction closed on January 3, 2020.

Following the completion of the Transaction, Natura &Co Holding wishes to do the following, in connection with which the Consents are being solicited by Avon:

- *Apply a single set of accounting standards across all of its subsidiaries.* The definition of “GAAP” across all Indentures is that GAAP means U.S. GAAP. Accordingly, Avon is requesting consent from Holders of each

Series of Notes to effect the Accounting Standards Amendment following which the definition of “GAAP” in each Indenture will be amended to also include IFRS.

- *Amend the reporting covenants across securities issued by Avon (i) in order to make them consistent with the reporting covenants applicable to other subsidiaries of Natura &Co Holding, (ii) to reflect the fact that Natura &Co Holding is now the holding company of the Group, and (iii) to reflect the fact that Avon intends to terminate its reporting obligations with the U.S. Securities and Exchange Commission.* Each of the Indentures currently requires Avon to file certain information with the SEC on Form 10-Q and Form 10-K, among other reporting requirements. Accordingly, Avon is requesting consent from Holders of each Series of Notes to effect the Proposed Amendments following which (i) such requirements to file information with the SEC will no longer be applicable, and (ii) if a Guarantee of Natura &Co Holding is in place with respect to the applicable Series of Notes, only financial statements with respect to Natura &Co Holding will be required to be furnished to Holders of the applicable Series of Notes.

For the actual text of the Proposed Amendments, see “The Proposed Amendments” in the Consent Solicitation Statement. Except for the Proposed Amendments, all of the existing terms of each Indenture will remain unchanged.

The obligation to pay (or cause to be paid) the Consent Payment for valid and unrevoked Consents to the Proposed Amendments for each Series of Notes is subject to and conditioned upon (i) the receipt of the Requisite Consents (as defined below) for such Series of Notes on or prior to the applicable Expiration Date for such Notes and (ii) the absence of any law or regulation, and the absence of any injunction or action or other proceeding (pending or threatened), that (in the case of any action or proceeding if adversely determined) would make unlawful or invalid or enjoin or delay the implementation of the applicable Proposed Amendments, the entering into of the applicable Supplemental Indenture (as defined below) or the payment of the applicable Consent Payment to the Holders of that Series of Notes or that would question the legality or validity thereof (collectively, the “**Consent Conditions**”).

If the Holders of at least a majority of the aggregate outstanding principal amount of a Series of Notes validly deliver and do not validly revoke Consents to the applicable Proposed Amendments (the “**Requisite Consents**”), Avon and, upon receipt of an officers’ certificate and an opinion of counsel, the trustee shall execute a supplemental indenture (each, a “**Supplemental Indenture**”) to the applicable Indenture effecting the Proposed Amendments. The time and date on which a Supplemental Indenture is executed is hereinafter referred to as the “**Consent Time**” with respect to the applicable Series of Notes. Consents to the Proposed Amendments for any Series of Notes may not be revoked at any time after the earlier of the applicable Consent Time and 5:00 p.m., New York City time, January 20, 2021 (such time, as may be extended by Avon, in its sole discretion for one or more Series of Notes, the “**Revocation Deadline**”), even if the applicable Revocation Deadline for such Notes is later than such Consent Time. Although each Supplemental Indenture and the related Proposed Amendments will become effective immediately upon execution at the applicable Consent Time, such Proposed Amendments will not be operative until the applicable Consent Payment is paid to The Depository Trust Company (“**DTC**”) for the benefit of the applicable Holders on the settlement date. Avon expects to pay, or cause to be paid, the applicable Consent Payment to DTC for the benefit of the applicable Holders within two business days of the Expiration Date and upon the satisfaction or waiver of all Consent Conditions with respect to the applicable Notes (such date with respect to the applicable Series of Notes, the applicable “**Settlement Date**”). Once a Supplemental Indenture is effective, any Consents given with respect to the applicable Series of Notes may not be revoked and all Holders, including non-consenting holders, and their respective transferees will be bound by the terms thereof. If the applicable Consent Time is earlier than the applicable Revocation Deadline, then such Consent Time will be the latest time by which Holders can revoke Consents. If the Consent Conditions are not satisfied or waived with respect to a Series of Notes, no Consent Payment with respect to such Notes will be paid to any Holder thereof.

The Consent Solicitations are being made solely by the Consent Solicitation Statement and on the terms and subject to the conditions set forth in the Consent Solicitation Statement. Avon may, in its sole discretion, terminate, extend or amend any Consent Solicitation at any time as described in the Consent Solicitation Statement. In particular, subject to applicable law, Avon, in its sole discretion, may extend the Expiration Date with respect to a Series of Notes without also extending the Revocation Deadline with respect to such Series of Notes. This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security and is not a solicitation of consents with respect to the Proposed Amendments or any securities. The Consent Solicitations are not being made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable state or foreign securities or blue sky laws.

Citigroup Global Markets Inc. (“**Citi**”) is acting as the Solicitation Agent for the Consent Solicitations. D.F. King & Co., Inc. is acting as the Information and Tabulation Agent for the Consent Solicitations. Questions or requests for assistance related to the Consent Solicitations or for additional copies of the Consent Solicitation Statement may be directed to Citi at

+1 (212) 723-6106 (banks and brokers) and +1 (800) 558-3745 (all others, toll free), or to D.F. King & Co., Inc. at +1 (212) 269-5550 (banks and brokers), +1 (866) 356-7813 (all others, toll free) or by email at avon@dfking.com. The Consent Solicitation Statement is available at: www.dfking.com/avon. Holders may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Consent Solicitations. Holders are urged to review the Consent Solicitation Statement for the detailed terms of the Consent Solicitations and the procedures for consenting to the Proposed Amendments.

About Avon

For 130 years Avon has stood for women: providing innovative, quality beauty products which are primarily sold to women, through women. Millions of independent Representatives across the world sell iconic Avon brands such as Avon Color and ANEW through their social networks, building their own beauty businesses on a full- or part-time basis. Avon supports women's empowerment, entrepreneurship and well-being and has donated over U.S.\$1 billion to women's causes through Avon and the Avon Foundation. Avon is a wholly owned subsidiary of Natura &Co Holding. To learn more, please visit Natura &Co. Holding's website at <https://naturaeco.com/en/brands/avon/>.

Forward-Looking Statements

Disclosures in this press release contain forward-looking statements. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that management expects, believes or anticipates will or may occur in the future are forward-looking statements. Without limiting the generality of the foregoing, forward-looking statements contained in this press release specifically include statements regarding the consummation of the Consent Solicitations, including the timing thereof, the Proposed Amendments and the execution of the Supplemental Indentures. These statements are based on certain assumptions made by Avon based on its management's experience and perception of historical trends, current conditions, anticipated future developments and other factors believed to be appropriate. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of Avon, which may cause actual results to differ materially from those implied or expressed by the forward-looking statements. These include risks set forth in reports filed by Natura &Co Holding with the Brazilian Securities Commission (*Comissão de Valores Mobiliários*) and the U.S. Securities and Exchange Commission (the "SEC"), and by Avon with the SEC. Any forward-looking statement applies only as of the date on which such statement is made and Avon does not intend to correct or update any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Natura &Co Holding S.A.

Investor Relations:

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