

MARISA LOJAS S.A.

Corporate Registry ID (NIRE) 35.300.374.801
Corporate Taxpayer's ID (CNPJ/MF) no. 61.189.288/0001-89

MINUTES OF THE BOARD OF DIRECTORS MEETING HELD ON APRIL 16, 2010

Date, Time and Place: April 16, 2010 at 11:30 A.M. at the Company's headquarters in the City and State of São Paulo at Rua James Holland, nº 422/432, Barra Funda, CEP 01138-000.

Call and Attendance: Call was waived due to the presence of all members of the Board of Directors. **Presiding Board:** Mr. Marcio Luiz Goldfarb – Chairman; and Mr. Cláudio Escribano – Secretary.

Agenda: (i) election of the members of the Company's Board of Executive Officers; (ii) election of the members of the Company's Audit Committee; and (iii) resolution on the creation of the Compensation Committee as provided by Article 16, §7 of the Company's Bylaws, as well as the election of its members and approval of its charter.

Resolutions: The members of the Board of Directors unanimously resolved to, (i) elect the following members to the Company's Board of Executive Officers: (a) **Marcio Luiz Goldfarb**, Brazilian, married, businessman, bearer of Identity Card (RG) no. 5.614.574-3 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 537.262.198-20, resident and domiciled in the City and State of São Paulo with offices at Rua dos Pinheiros, nº 870, conjunto 203, sala 02, to the position of Chief Executive Officer, (b) **Paulo Sergio Borsatto**, Brazilian, married, economist, bearer of Identity Card (RG) no. 13.189.239-3 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 050.288.478-94, resident and domiciled in the City and State of São Paulo with offices at Rua James Holland, nº 422, to the position of Financial/Administrative and Investor Relations Officer, (c) **Ricardo José Ribeiro dos Santos**, Brazilian, divorced, businessman, bearer of Identity Card (RG) no. 8.883.474-8 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 042.304.648-94, resident and domiciled in the City and State of São Paulo with offices at Rua James Holland, nº 422, to the position of Asset and Expansion Officer; and (d) **José Luiz da Silva Cunha**, Brazilian, married, physicist, bearer of Identity Card (RG) no. 26.395.045-1 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 491.675.887-00, resident and domiciled in the City and State of São Paulo with offices at Rua James Holland, nº 422, to the position of Sales Officer, all with a term of office of 3 (three) years, reelection allowed. The Executive Officers hereby elected declare that they are not impeded by special law nor convicted or under the effects of a conviction that

prohibits them, even temporarily, from accessing public positions; or for crimes of bankruptcy, prevarication, bribery, extortion or embezzlement; or against the public accounts, national financial system, against anti-trust regulations, against consumer relations, against the public faith or property while under the effects of the conviction, as per Article 147 of Law no 6,404/76. The members hereby elected shall be invested on this date upon signature of the term of investiture drawn up and in the Board of Executive Officers Meeting Minutes Book; (ii) election of the following members of the Audit Committee: (a) **Décio Goldfarb**, Brazilian, married, businessman, bearer of Identity Card (RG) no. 8.377.286-8 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 861.657.988-53, resident and domiciled in the City and State of São Paulo with offices at Rua dos Pinheiros, nº 870, conjunto 203, sala 02; and (b) **Cassio Casseb Lima**, Brazilian, married, engineer, bearer of Identity Card (RG) no. 7.666.225 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 008.377.188-30, resident and domiciled in the City and State of São Paulo with offices at Rua dos Pinheiros, nº 870, 2º andar, conjunto 201/202, who shall have a term of Office extending until the Annual General Meeting approving the accounts of the 2010 fiscal year; (iii) approve the creation of a Compensation Committee as provided by Article 16, §7 of the Company's Bylaws, as well as to elect the following members to it: (a) **Marcio Luiz Goldfarb**, Brazilian, married, businessman, bearer of Identity Card (RG) no. 5.614.574-3 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 537.262.198-20, resident and domiciled in the City and State of São Paulo with offices at Rua dos Pinheiros, nº 870, conjunto 203, sala 02, to the position of Coordinator of the Compensation Committee; (b) **José Carlos Reis de Magalhães Neto**, Brazilian, married, business administrator, bearer of Identity Card (RG) no. 22.390.173-8 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 286.951.128-02, resident and domiciled in the City and State of São Paulo with offices at Avenida Brigadeiro Faria Lima, nº 3144, conjunto 52; and (c) **Marilia Gonçalves de Oliveira Parada**, Brazilian, married, psychologist, bearer of Identity Card (RG) no. 28.327.725-7 (SSP/SP), enrolled in the Individual Taxpayer Registry (CPF/MF) under no. 029.967.938-11, resident and domiciled in the City and State of São Paulo with offices at Rua James Holland, nº 422. The Charters of the Compensation Committee and the Audit Committee are hereby approved, both of which will be filed at the Company's headquarters. **Closure and Minutes:** After resolving on the agenda, these minutes were duly drawn up in summary format in the appropriate book. No further business to be discussed, the meeting was adjourned and these minutes were read, found to be accurate and approved and signed by all present. **Signatures:** Presiding Board: Marcio Luiz Goldfarb – Chairman; and Claudio Escribano – Secretary; Members of the Board of Directors: Marcio Luiz Goldfarb, Cassio Casseb Lima, Décio Goldfarb, Denise

Goldfarb Terpins and José Carlos Reis de Magalhães Neto; Elected Executive Officers: Marcio Luiz Goldfarb, Paulo Sergio Borsatto, Ricardo José Ribeiro dos Santos and José Luiz da Silva Cunha; Elected Members of the Audit Committee: Décio Goldfarb and Cassio Casseb Lima; Elected Members of the Compensation Committee: Marcio Luiz Goldfarb, José Carlos Reis de Magalhães Neto and Marilia Gonçalves de Oliveira Parada.

This is a free English translation of the minutes drawn up and in the Company's records.

São Paulo, April 16, 2010.

Marcio Luiz Goldfarb
Chairman

Claudio Escibano
Secretary