Hypermarcas S.A.

Report on review of Quarterly Information - ITR at September 30, 2013

(A free translation of the original in Portuguese)

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Hypermarcas announces Net Revenue growth of 12.0% to R$1,112.3 million and Adjusted EBITDA of R$264.9 million, 21.5% above 3Q12

Sao Paulo, November 01, 2013 – Hypermarcas S.A. (BM&FBovespa: HYPE3; Reuters: HYPE3.SA; Bloomberg: HYPE3 BZ; OTCQx (ADR): HYPMY) announces its financial results for the third quarter of 2013. Financial data shown here are taken from consolidated quarterly information of Hypermarcas S.A., prepared in accordance with norms of the Brazilian Accounting Pronouncement Committee (CPC) and International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Highlights

- **Net Revenue of R$1,112.3 million,** 12.0% higher than 3Q12
- **Gross Margin of 64.3%,** 2.0 p.p. above 3Q12
- **Adjusted EBITDA of R$264.9 million with 23.8% margin** and 21.5% higher than 3Q12
- **Net Income of R$80.2 million,** 17.3% above 3Q12

Table 1

(R$ million)	9M12	% NR	9M13	% NR	Δ %	Δ NR p.p.	3Q12	% NR	3Q13	% NR	Δ %	Δ NR p.p.
Net Revenue	2,846.9	100.0%	3,139.9	100.0%	10.3%	-	992.9	100.0%	1,112.3	100.0%	12.0%	-
Gross Profit	1,777.9	62.4%	2,032.3	64.7%	14.3%	2.3 p.p.	619.1	62.4%	715.8	64.3%	15.6%	2.0 p.p.
S,G&A (ex-Marketing)	(689.9)	24.2%	(706.6)	22.5%	2.4%	-1.7 p.p.	(237.3)	23.9%	(246.1)	22.1%	3.7%	-1.8 p.p.
Marketing	(525.6)	18.5%	(609.2)	19.4%	15.9%	0.9 p.p.	(179.3)	18.1%	(216.7)	19.5%	20.8%	1.4 p.p.
Adjusted EBITDA [(1)]	635.0	22.3%	750.1	23.9%	18.1%	1.6 p.p.	218.0	22.0%	264.9	23.8%	21.5%	1.9 p.p.
Net Income	79.3	2.8%	201.8	6.4%	154.6%	3.6 p.p.	68.4	6.9%	80.2	7.2%	17.3%	0.3 p.p.
Cash Earnings	392.7	13.8%	494.0	15.7%	25.8%	1.9 p.p.	141.0	14.2%	180.8	16.3%	28.3%	2.1 p.p.

Obs.: Accounting data as of 09/30/2013 segregate continuing from discontinued operations as a result of the divestitures carried out in 2011 (mainly sale of the Home Care and Food businesses). For further information on such divestitures, please refer to Explanatory Note 13 of the quarterly information.

(1) EBITDA of continuing operations before non-recurring expenses and other non-cash expenses. See Reconciliation of EBITDA in Table 8.



Operating Scenario

OPERATING SCENARIO

In 3Q13, Hypermarcas posted results that are consistent with the sustainable growth strategy defined by the Company for fiscal year 2013, based on (i) sustainable organic growth, (ii) superior operating profitability and (iii) cash generation with debt reduction.

On the organic growth front, the net revenue of the Company grew 12.0% in 3Q13, compared to the same period of the prior year, reaching R$1,112.3 million. This result was composed of a 15.6% expansion in the Pharma division and of 7.9% in the Consumer division, on the same comparison basis. In the first nine months of the year (9M13), net revenue growth was 10.3% against 9M12.

This performance is a consequence of (i) improvements in the commercial execution of the Company, such as improved coverage in the distribution of its products and brands, improved exposure and category management in points of sale, as well as gains at the productivity of its several field forces; (ii) selective increase of marketing investments, with higher media exposure for several brands, better execution of medical calls team, increased trade marketing investments, in addition to (iii) the acceleration of its innovation program, with relaunch of many brands in the Consumer division (such as *Monange*, *Finn*, *Jontex*, *York*, *Risqué Metals*) and new product launches in Pharma (e.g *Rinosoro Jet*).

On the operating profitability front, once again, the quarter was marked by gross margin expansion and SG&A expenses reduction (ex-marketing), as percentage of net revenue. In spite of the increase of marketing expenses, this combination resulted in Adjusted EBITDA growth of 21.5%, above the 12.0% expansion of net revenue, achieving R$264.9 million in 3Q13, with a 190 bps Adjusted EBITDA margin increase to 23.8% of net revenue in the quarter.

A great portion of the operating improvements in gross margin is related to the benefits of the simplification of the operating platform with projects Magnum and Matrix, combined with gains of manufacturing productivity. Part of the increase is due to the discipline in the budget execution of the Company, allied to the rationalization of overall costs and expenses. In 3Q13, the gross margin reached 64.3%, with 2.0 p.p. increase compared to 3Q12, and SG&A expenses (ex-marketing) were reduced by 1.8 p.p., as percentage of net revenue, to 22.1% in the quarter.

As a consequence of the operating profitability improvement, the net income of the Company increased 17.3% in 3Q13 compared to 3Q12, to R$80.2 million. In 9M13, the expansion was even more expressive, with 154.6% increase against 9M12, to R$201.8 million, in spite of the impact of negative foreign exchange variation over the net financial expenses of the Company. Cash earnings, which exclude this currency effect and includes the benefit of goodwill amortization, reached R$180.8 million in the quarter, accumulating R$494.0 million in 9M13, which are equivalent to 15.7% of net revenue in the period, a 25.8% increase compared to 9M12.

In the cash generation front, the Company had cash flow from operations of R$169.6 million and reduced its net debt compared to 2Q13, with working capital under control, in spite of unfavorable foreign exchange variation and of Capex investments. In 9M13, cash flow from operations amounted to R$493.5 million, contributing for the maintenance of cash and equivalents at the high level of R$2.2 billion by the end of 3Q13.



Given the expectation of lower Capex disbursement on the mid-term, of maintenance or improvement of cash flow from operations starting 2014 and of potential continuity of the volatility of the Brazilian real, as a function of the uncertainties about the global and domestic economies, Hypermarcas decided to increase its hedge position and to reduce the exposure of the principal amount of the Bond of the Company, its sole financial exposure to the dollar, which matures in 2021. Therefore, the Company had hedged about 50% of this principal amount of US$750.0 million by the end of 3Q13. In addition, a tender offer to repurchase up to US$300.0 million of that Bond was announced on October, 28. The final date for tendering notes is November, 25.

In spite of good results in the quarter, an extensive work is still to be pursued. The Company will continue on the track of superior value creation to its shareholders, seeking to capture the numerous outstanding opportunities for improvement, both in terms of top line and bottom line, in a gradual, consistent and perseverant manner, always aiming to achieve better results and extract the maximum value from its unique platform of leading brands in the promising markets of health and personal care.

PHARMA DIVISION

The Pharma division of the Company continues on the track of growth and market share increase, as a result of consistency in the execution of the strategy of higher demand generation, distribution gains and better execution in the points of sale.

The net revenue of the division increased 15.6% compared to 3Q12, to R$613.6 million in 3Q13, which are equivalent to 55.2% of the net revenue of the company in the period. This performance was driven by expressive growths, in particular, in generics, branded generics and OTC drugs. In 9M13, the expansion was 11.2% compared to 9M12.

Growth in the quarter came alongside with maintenance of profitability, and the gross margin of the division achieved 76.2% of net revenue, in line with the same period of the prior year. This result was possible mainly because of the improvement of productivity in the Anápolis plant, in spite of a slightly unfavorable mix in 3Q13 (with greater contribution from supply contracts with third-parties).

From an end-demand point of view, Hypermarcas conquered the second position in the Brazilian pharmaceutical market in 3Q13, climbing to the record market share of 9.4% in the quarter, particularly with the advance in generics, according to data from the IMS Health. The *Neo Química* brand has already a market share of 10.1%, or 2.7 p.p. above 3Q12, firmly in the third position in that market.

The increase of the sell-out demand reflects the strategy of the Company of intensified marketing investments and higher efficiency in the allocation of such resources in the media, in the exposure of products at points of sale and in medical calls. During 3Q13, more than 20 campaigns of OTC drugs were aired in radio or TV, including the new ads for *Biotônico Fontoura, Gelol* and *Merthiolate*.

The Company also kept its efforts in innovation and, aiming at strengthening its generics portfolio, launched the molecules *orlistat*, the main substance for the treatment of obesity, and *oxymetazoline hydrochloride*, a fast-acting decongestant, under the *Neo Química* brand.



CONSUMER DIVISION

In 3Q13, the Consumer division posted net revenue of R$498.8 million, with organic growth of 7.9%, compared to the same period of the prior year. Considering core brands only, which will remain in the portfolio of the division after 2013, growth was 11.5%. In addition, net revenue expansion reached 9.2% in 9M13, with 13.9% growth in core brands.

During the quarter, the division advanced in the program of consolidating its operations in the Midwest region of Brazil and rationalizing its portfolio of brands and SKUs. The greater operating efficiency and the discontinuation of low-margin items contributed to the 3.5 p.p. gross margin increase in Consumer, compared to 3Q12, to 49.8% in the quarter.

With the conclusion of the transfer of cosmetics production lines to the plant in Senador Canedo, the Company advanced in the process of integrating the plants of disposable products (mainly diapers), which should last until 2014. In addition, since July, the Distribution Center in Goiânia has started invoicing orders for the whole country, after the end of activities of the centers located in Cajamar (in São Paulo) and Extrema (in Minas Gerais).

In the commercial front, the Company continued the process of optimizing its sale structure, with reorientation of teams according to a sell-out driven profile. In line with that focus, the division has been improving the exposure of its products in the points of sale, with new tools for measuring performance, such as the mobile app *Hyperexecução*, which was provided for all members of the Consumer sales team.

In line with the intensified marketing and innovation activities in the Consumer division, Hypermarcas relaunched in 3Q13 the complete line of *Monange*, with new formulation, positioning and packaging for its moisturizers, shampoos, conditioners and deodorants. To support the brand, the Company launched a new advertising campaign on radio, TV and print media. The condom brand *Olla* also had new ads, starred by the popular Brazilian singer Anitta.

Morevover, the Company pioneered in the Sweeterners category with the launch of *Finn 100% Sucralose*, the first brand in the Brazilian market with a pure version of the sugarcane-based sweetener. In addition, the *Risqué Metals* line, which contains silver powder and targets the premium segment, was introduced in the market, in line with the strategy of reducing the Company's brands white spaces.



Earnings Discussion

Income Statement

The following table is a summary of Hypermarcas' Income Statement:

Table 2

INCOME STATEMENT *(R$ million)*	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
Net Revenue	**2,846.9**	***100.0%***	**3,139.9**	***100.0%***	***10.3%***	**992.9**	***100.0%***	**1,112.3**	***100.0%***	***12.0%***
Gross Profit	**1,777.9**	***62.4%***	**2,032.3**	***64.7%***	***14.3%***	**619.1**	***62.4%***	**715.8**	***64.3%***	***15.6%***
Marketing	(525.6)	*-18.5%*	(609.2)	*-19.4%*	*15.9%*	(179.3)	*-18.1%*	(216.7)	*-19.5%*	*20.8%*
Selling Expenses	(508.8)	*-17.9%*	(542.9)	*-17.3%*	*6.7%*	(174.5)	*-17.6%*	(190.5)	*-17.1%*	*9.1%*
General and Administrative Expenses	(181.3)	*-6.4%*	(163.7)	*-5.2%*	*-9.7%*	(62.9)	*-6.3%*	(55.6)	*-5.0%*	*-11.7%*
Other Operational Net Expenses	(9.5)	*-0.3%*	(80.3)	*-2.6%*	*749.9%*	0.2	*0.0%*	(30.9)	*-2.8%*	-
Equity in Subsidiaries	(0.3)	*0.0%*	(1.0)	*0.0%*	*296.1%*	(0.3)	*0.0%*	(0.3)	*0.0%*	*18.5%*
Continuing Operations EBIT	**552.6**	***19.4%***	**635.1**	***20.2%***	***14.9%***	**202.2**	***20.4%***	**221.9**	***19.9%***	***9.7%***
Net Financial Expenses	(342.6)	*-12.0%*	(376.0)	*-12.0%*	*9.8%*	(54.9)	*-5.5%*	(113.8)	*-10.2%*	*107.3%*
Income Tax and CSLL	(114.2)	*-4.0%*	(59.1)	*-1.9%*	*-48.3%*	(75.8)	*-7.6%*	(28.5)	*-2.6%*	*-62.3%*
Net Income from Discontinued Operations	(16.6)	*-0.6%*	1.8	*0.1%*	-	(3.2)	*-0.3%*	0.6	*0.1%*	-
Net Income (loss)	79.3	*2.8%*	201.8	*6.4%*	*154.6%*	68.4	*6.9%*	80.2	*7.2%*	*17.3%*
EBITDA [1]	**625.5**	***22.0%***	**712.4**	***22.7%***	***13.9%***	**226.6**	***22.8%***	**248.2**	***22.3%***	***9.5%***
Adjusted EBITDA [1]	**635.0**	***22.3%***	**750.1**	***23.9%***	***18.1%***	**218.0**	***22.0%***	**264.9**	***23.8%***	***21.5%***
Cash Earnings	**392.7**	***13.0%***	**494.0**	***15.7%***	***25.8%***	**141.0**	***13.6%***	**180.8**	***16.3%***	***28.3%***

[1] Based only on Continuing Operations.

Obs: Accounting data as of 09/30/2013 segregate continuing from discontinued operations as a result of the divestitures carried out in 2011 (primarily the sale of the Home Care and Food businesses). For results of discontinued operations, please refer to Explanatory Note 13 of the quarterly information.

Net Revenue

Chart 1

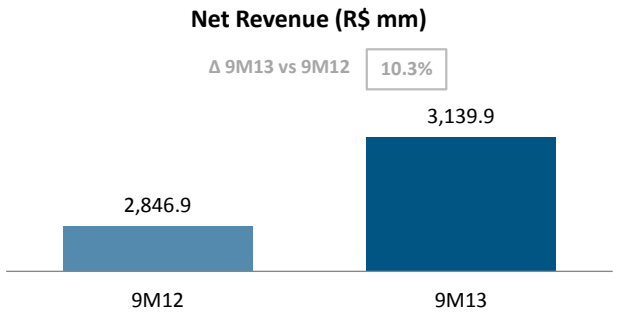


Chart 2

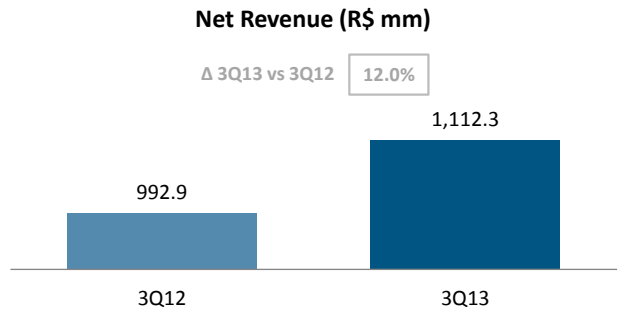




Table 3

(R$ million)	9M12	%	9M13	%	Δ	3Q12	%	3Q13	%	Δ
Pharma	1,581.5	*55.6%*	1,758.6	*56.0%*	*11.2%*	530.6	*53.4%*	613.6	*55.2%*	*15.6%*
Consumer	1,265.4	*44.4%*	1,381.2	*44.0%*	*9.2%*	462.2	*46.6%*	498.8	*44.8%*	*7.9%*
Total	**2,846.9**	***100.0%***	**3,139.9**	***100.0%***	***10.3%***	**992.8**	***100.0%***	**1,112.3**	***100.0%***	***12.0%***

In Pharma, growth was 11.2% in 9M13, in line with market growth. In 3Q13, expansion was of 15.6%, with good performance in generics, branded generics and OTC drugs, as well in supply contracts with third-parties (a segment of low relevance for the division).

In Consumer, growth was 9.2% in 9M13, with similar performance of 7.9% in 3Q13.

Gross Profit

Chart 3

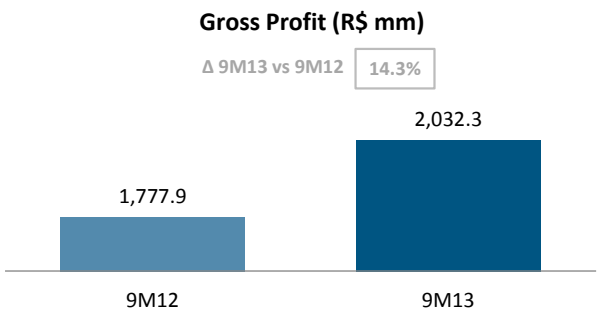


Chart 4

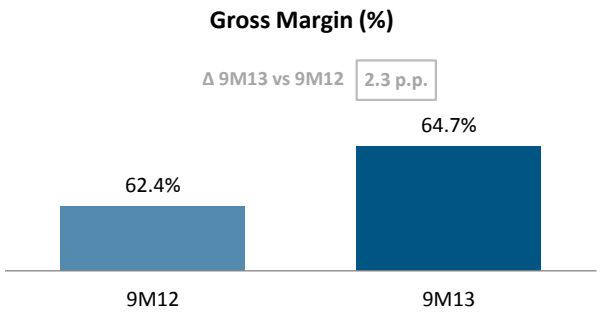


Chart 5

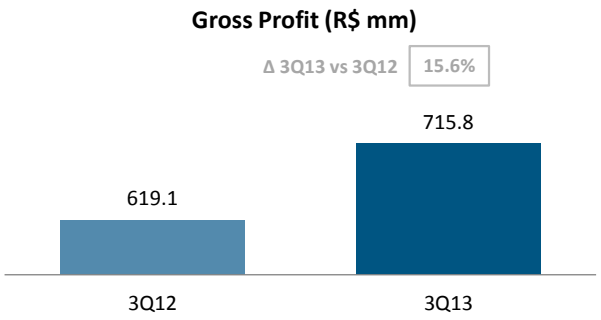


Chart 6

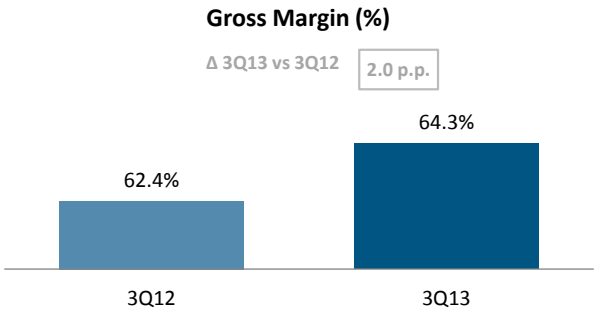


Table 4

(R$ million)	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
Pharma	1,187.8	75.1%	1,346.2	76.5%	*1.4 p.p.*	405.1	76.3%	467.3	76.2%	*-0.2 p.p.*
Consumer	590.1	46.6%	686.1	49.7%	*3.0 p.p.*	214.0	46.3%	248.5	49.8%	*3.5 p.p.*
Total	**1,777.9**	**62.4%**	**2,032.3**	**64.7%**	***2.3 p.p.***	**619.1**	**62.4%**	**715.8**	**64.3%**	***2.0 p.p.***

In Pharma, the gross margin of 76.2% was in line with 3Q12, as a result of productivity gains in the Anápolis plant, which were offset by a slightly unfavorable mix effect (with greater contribution of supply contracts with third-parties).

The 3.5 p.p. increase in the Consumer gross margin is primarily driven by the operational consolidation in the state of Goiás, the rationalization of the brand and SKU portfolio and a better sales mix in the quarter.



Marketing Expenses

Table 5

(R$ million)	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
Marketing Expenses	(525.6)	-18.5%	(609.2)	-19.4%	15.9%	(179.3)	-18.1%	(216.7)	-19.5%	20.8%
Advertisement and Consumer Promotion	(212.2)	-7.5%	(244.0)	-7.8%	15.0%	(61.0)	-6.1%	(88.4)	-7.9%	45.0%
Trade Deals	(141.9)	-5.0%	(178.4)	-5.7%	25.7%	(52.2)	-5.3%	(62.7)	-5.6%	20.0%
Medical Visits and Promotional Samples	(171.4)	-6.0%	(186.8)	-5.9%	9.0%	(66.0)	-6.7%	(65.5)	-5.9%	-0.8%

In 3Q13, marketing expenses increased 1.4 p.p against 3Q12, as a percentage of net revenue. In 9M13, these expenses amounted to 19.4% of net revenue, in line with the strategy of strengthening support to brands of the Company in the media, points of sale and with the medical community during 2013.

Selling Expenses

Table 6

(R$ million)	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
Selling Expenses	(508.8)	-17.9%	(542.9)	-17.3%	6.7%	(174.5)	-17.6%	(190.5)	-17.1%	9.1%
Commercial Expenses	(392.8)	-13.8%	(417.3)	-13.3%	6.2%	(133.1)	-13.4%	(146.2)	-13.1%	9.9%
Freights	(103.4)	-3.6%	(114.2)	-3.6%	10.5%	(36.6)	-3.7%	(39.0)	-3.5%	6.5%
Delinquency	(12.6)	-0.4%	(11.4)	-0.4%	-9.6%	(4.8)	-0.5%	(5.3)	-0.5%	8.9%

In 3Q13, there was a 0.5 p.p drop at selling expenses, as a percentage of net revenue, compared to 3Q12. In 9M13, the drop was 0.6 p.p. against the equivalent period of the prior year. The reduction in the quarter is mainly due to dilution of commercial expenses.

General / Administrative Expenses & Other Revenues and Operating Expenses, net

Table 7

(R$ million)	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
General, Administrative and Other Expenses	(181.1)	-6.4%	(163.7)	-5.2%	-9.6%	(62.8)	-6.3%	(55.6)	-5.0%	-11.5%
Other Operating Revenues (Expenses)	(9.5)	-0.3%	(80.3)	-2.6%	749.9%	0.2	0.0%	(30.9)	-2.8%	-

G&A expenses amounted to 5.0% of net revenue in 3Q13, as a consequence of operational leverage. In nominal terms, these expenses were in line with past quarters.



Adjusted EBITDA – Continuing Operations

Chart 7

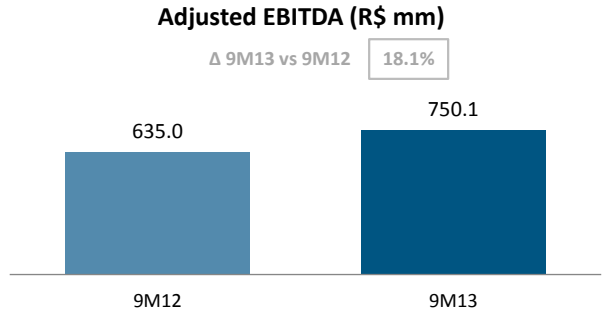


Chart 8

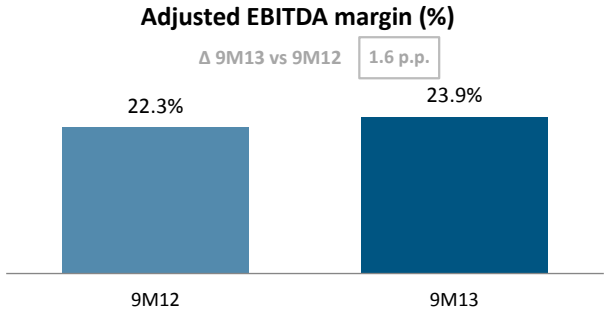


Chart 9

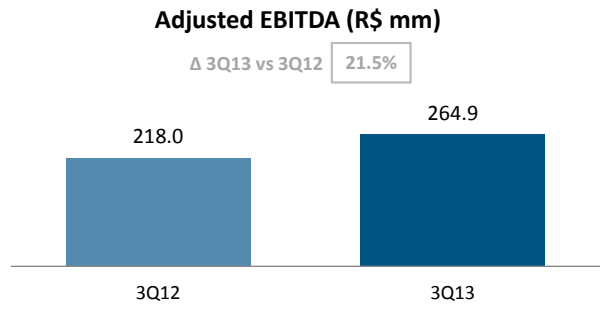
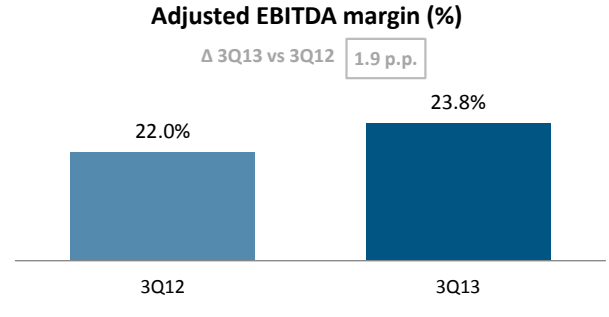


Chart 10



Adjusted EBITDA increased to R$264.9 million in 3Q13, or 21.5% above 3Q12, with 1.9 p.p. Adjusted EBITDA margin gain, as a result of gross margin increase and dilution of SG&A expenses (ex-marketing), which were partially offset by higher marketing investments.

Table 8 - Adjusted EBITDA Reconciliation – Continuing Operations

(R$ million)	9M12	% NR	9M13	% NR	Δ	3Q12	% NR	3Q13	% NR	Δ
Net Income	79.3	*2.8%*	201.8	*6.4%*	*154.6%*	68.4	*6.9%*	80.2	*7.2%*	*17.3%*
(-) Net Income from Discontinued Operations	16.6	*0.6%*	(1.8)	*-0.1%*	-	3.2	*0.3%*	(0.6)	*-0.1%*	-
(+) Income Tax and CSLL	114.2	*4.0%*	59.1	*1.9%*	*(48.3%)*	75.8	*7.6%*	28.5	*2.6%*	*(62.3%)*
(+) Net Interest Expenses	342.6	*12.0%*	376.0	*12.0%*	*9.8%*	54.9	*5.5%*	113.8	*10.2%*	*107.3%*
EBIT	552.6	*19.4%*	635.1	*20.2%*	*14.9%*	202.2	*20.4%*	221.9	*19.9%*	*9.7%*
(+) Depreciations / Amortizations	72.9	*2.6%*	77.3	*2.5%*	*6.0%*	24.3	*2.5%*	26.3	*2.4%*	*8.0%*
EBITDA	625.5	*22.0%*	712.4	*22.7%*	*13.9%*	226.6	*22.8%*	248.2	*22.3%*	*9.5%*
(+) Non-Recurring Expenses	(0.4)	*0.0%*	30.9	*1.0%*	-	(11.0)	*-1.1%*	14.1	*1.3%*	-
(+) Non-Cash Expenses	9.8	*0.3%*	6.9	*0.2%*	*(30.1%)*	2.4	*0.2%*	2.7	*0.2%*	*14.1%*
Adjusted EBITDA	**635.0**	***22.3%***	**750.1**	***23.9%***	***18.1%***	**218.0**	***22.0%***	**264.9**	***23.8%***	***21.5%***

Obs.: Refers only to continuing operations –please refer to Explanatory Note 13 of the quaterly information.



Net Financial Expenses

Table 9

(R$ million)	9M12	% NR	9M13	% NR	Δ R$	3Q12	% NR	3Q13	% NR	Δ R$
Net Financial Expenses	(342.6)	-12.0%	(376.0)	-12.0%	(33.5)	(54.9)	-5.5%	(113.8)	-10.2%	(58.9)
Net Interest Expenses	(169.4)	-5.9%	(179.7)	-5.7%	(10.3)	(52.7)	-5.3%	(58.8)	-5.3%	(6.1)
FX Gains (Losses)	(139.3)	-4.9%	(178.0)	-5.7%	(38.7)	(10.2)	-1.0%	(50.5)	-4.5%	(40.2)
Monetary Adjustment on Contingencies	(12.3)	-0.4%	(4.1)	-0.1%	8.2	11.4	1.2%	(2.1)	-0.2%	(13.6)
NPV Adjustment Realization	(21.5)	-0.8%	(14.2)	-0.5%	7.3	(3.4)	-0.3%	(2.4)	-0.2%	1.0

Net financial expenses increased R$58.9 million compared to 3Q12, mainly due to higher negative contribution of foreign exchange variation and monetary adjustment on contingencies in the period.

Net Income

Table 10

(R$ million)	9M12	9M13	Δ	3Q12	3Q13	Δ
Continuing Operations EBIT	552.6	635.1	14.9%	202.2	221.9	9.7%
(-) Net Financial Expenses	(342.6)	(376.0)	9.8%	(54.9)	(113.8)	107.3%
(-) Income Tax and Social Contribution	(114.2)	(59.1)	-48.3%	(75.8)	(28.5)	-62.3%
(+) Discontinued Operation Net Income	(16.6)	1.8	-	(3.2)	0.6	-
Net Income	**79.3**	**201.8**	**154.6%**	**68.4**	**80.2**	**17.3%**

With better operating performance, net income increased to R$201.8 million in 9M13, or 154.6% compared to 9M12. In 3Q13, it grew to R$80.2 million, or 17.3% against 3Q12, in spite of the adverse impact of foreign currency exchange variation in these periods.

Cash Flow

Chart 11

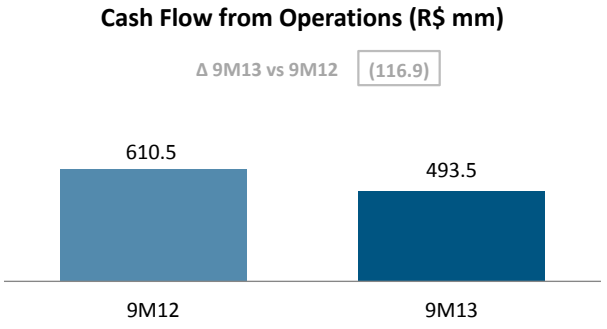


Chart 12

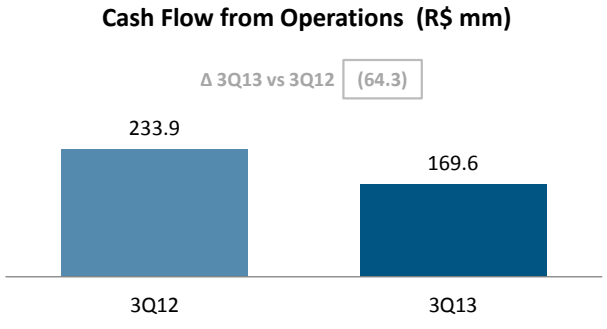




Table 11

(R$ Million)	9M12	9M13	3Q12	3Q13
Cash Flow from Operations	610.5	493.5	233.9	169.6
Purchase of Property, Plant and Equipment	(179.9)	(148.4)	(62.5)	(60.1)
(=) Free Cash Flow	**430.6**	**345.1**	**171.5**	**109.6**
Net Interest Expenses	(169.4)	(179.7)	(52.7)	(58.8)
Free Cash Flow after Interest Expenses	**261.2**	**165.4**	**118.8**	**50.8**

Cash flow from operations was reduced in 9M13, compared to 9M12. During 2012, in particular, the cash flow had been positively impacted by the extension of payment terms with suppliers, leading to significant improvement of the working capital of the Company.

Net Debt

Table 12

DEBT PROFILE *(R$ million)*	Balance on 3Q13	Short Term	Long Term							
			3Q-4Q 2014	2015	2016	2017	2018	2019	2020	2021	2022>
Loans and Financing	4,619.4	980.4	86.2	1,146.2	162.7	95.8	494.6	17.2	16.6	1,583.8	35.9
Notes Payable	345.3	216.3	92.0	30.1	6.9	0.0	0.0	0.0	0.0	0.0	0.0
Gross Debt	**4,964.6**	**1,196.7**	**178.1**	**1,176.4**	**169.6**	**95.8**	**494.6**	**17.2**	**16.6**	**1,583.8**	**35.9**
Cash and Cash Equivalents	(2,171.3)										
Net Debt	**2,793.4**										

Net debt was reduced by R$25.3 million compared to 2Q13, in spite of negative foreign exchange variation of R$50.5 million in 3Q13.

Aiming at reducing the impact of foreign exchange volatility over its results, Hypermarcas decided to increase its hedge position and to reduce the exposure of the principal amount of the Bond of the Company, its sole financial exposure to the dollar, to mature in 2021. Therefore, the Company had hedged about 50% of this principal amount of US$750.0 million by the end of 3Q13. In addition, a tender offer to repurchase up to US$300.0 million of that Bond was announced on October, 28. The final date for tendering notes is November, 25.

To cope with this repurchase, the Company increased its cash position with the issuance, in August 2013, of R$400.0 million in local market debentures. Additional resources that are equivalent to R$265.0 million were also contracted and should be received in 1Q14.

In addition, since June, the Company secured a stand-by credit facility of up to R$750.0 million, which will available for withdrawal until November 2015, with final payment term until November 2019.

After these actions, the Company holds a robust liquidity position and seeks to improve the profile of its debt.



Subsequent Events

On November 28, 2013, the Board of Director approved a tender offer to repurchase up to US$300.0 million of the outstanding Bond (notes maturing on April 20, 2021 and 6.5% coupon per annum). The final date for tendering notes is November 25, 2013.

Investor Relations Agenda

Earnings Conference Call

	Portuguese	English
Date:	November 04, 2013	November 04, 2013
Time:	10:00 am (Brasilia) 7:00 am (New York)	12:00 pm (Brasilia) 9:00 am (New York)
Phone:	+55 (11) 2188-0155	+1 (877) 317-6776 (USA only) +1 (412) 317-6776 (other countries)
Code:	Hypermarcas	Hypermarcas
Webcast:	Click here	Click here
Replay:	+55 (11) 2188-0155	+1 (877) 344-7529 (USA only) +1 (412) 317-0088 (other countries)
Replay Code:	Hypermarcas	10035667

Contact Information

Phone: +55 (11) 3627-4242
Email: ri@hypermarcas.com.br
Site:
www.hypermarcas.com.br/ir



Upcoming events

Table 13

Date	Event	Place
06-07-nov	Fator - Cumbre - 2nd Latin American Conference	Santiago
19-20-nov	Bradesco - CEO Forum	New York
19-20-nov	Goldman Sachs - 5th Annual Latam Conference	New York
25-nov	Itaú BBA - 6th Annual Conference	London
26-nov	HSBC - Healthcare Day	Frankfurt
27-nov	Itaú BBA - 4th Annual Conference	Edinburgh
02-dec	Hype Day 2013	São Paulo
04-05-dec	JP Morgan - Brazil Opportunities Conference	São Paulo
10-11-dec	Morgan Stanley - Brazil Consumer Corporate Access Days	São Paulo
08-10-jan	Morgan Stanley - 6th Annual Latin America Conference	Miami
11-15-jan	JP Morgan - Healthcare Conference	San Francisco
14-16-jan	Santander - 18th Annual Conference of Investors in Latin America	Cancun

Disclaimer

This release contains forward-looking statements that are exclusively related to the prospects of the business, its operating and financial results, and prospects for growth. These data are merely projections and, as such, based exclusively on our management's expectations for the future of the business and its continued access to capital to fund its business plan. These forward-looking statements substantially depend on changing market conditions, government regulations, competitive pressures, the performance of the Brazilian economy and the industry, among other factors, as well as the risks shown in our filed disclosure documents, and are therefore subject to change without prior notice.

In addition, unaudited information herein reflects management's interpretation of information taken from its quarterly information and their respective adjustments, which were prepared in accordance with market practices and for the sole purpose of a more detailed and specific analysis of our results. Therefore, these additional points and data must also be analyzed and interpreted independently by shareholders and market agents, who should carry out their own analysis and draw their own conclusions from the results reported herein. No data or interpretative analysis provided by our management should be treated as a guarantee of future performance or results and are merely illustrative of our directors' vision of our results.

Our management is not responsible for compliance or accuracy of the management financial data discussed in this report, which must be considered as for informational purposes only, and should not override the analysis of our audited consolidated



financial statements or our reviewed quarterly information for purposes of a decision to invest in our stock, or for any other purpose.



Consolidated Income Statement (R$ thousand)

Table 14

	9M12	9M13	3Q12	3Q13
Revenue	**2,846,949**	**3,139,885**	**992,879**	**1,112,349**
Cost of Goods Sold	(1,069,041)	(1,107,619)	(373,783)	(396,580)
Gross Profit	**1,777,908**	**2,032,266**	**619,096**	**715,769**
Operating Income (Expenses)				
Selling and Marketing Expenses	(1,034,330)	(1,152,164)	(353,812)	(407,132)
General and Administrative Expenses	(181,254)	(163,670)	(62,941)	(55,573)
Other Operating Income (Expenses), Net	(9,451)	(80,325)	165	(30,857)
Equity in Subsidiaries	(259)	(1,026)	(259)	(307)
Operating Income Before Equity Income and Financial Result	**552,614**	**635,081**	**202,249**	**221,900**
Financial Result	(342,553)	(376,028)	(54,887)	(113,779)
Financial Expenses	(509,459)	(494,441)	(102,498)	(159,372)
Financial Income	166,906	118,413	47,611	45,593
Profit Before Income Tax and Social Contribution	**210,061**	**259,053**	**147,362**	**108,121**
Income Tax and Social Contribution	(114,196)	(59,085)	(75,798)	(28,538)
Net Profit/ Loss from Continued Operations	**95,865**	**199,968**	**71,564**	**79,583**
Net Profit from Discontinued Operations	(16,615)	1,836	(3,181)	600
Net Profit/ Loss	**79,250**	**201,804**	**68,383**	**80,183**
Earnings per Share – R$	**0.13**	**0.32**	**0.11**	**0.13**



Consolidated Balance Sheet (R$ thousand)

Table 15

Assets	12/31/2012	9/30/2013	Liabilities and Shareholders Equity	12/31/2012	9/30/2013
Short-term assets	**4,022,474**	**4,695,235**	**Short-term**	**1,658,867**	**2,195,753**
Cash and cash equivalents	1,736,402	2,171,253	Suppliers	465,726	511,400
Trade accounts receivable	1,209,054	1,183,188	Loans and Financing	346,103	980,442
Inventories	438,779	626,673	Payroll and Social Charges	146,141	152,320
Tax recoverable	473,897	532,911	Income Tax and Social Contribution	0	202
Other assets	153,557	170,425	Taxes Payable	63,058	60,203
Assets held for sale	10,785	10,785	Proposed Dividends / Dividends to be Paid	7	9
			Accounts Payable	298,847	274,885
			Notes Payable	338,985	216,292
Non-current assets	**8,634,037**	**8,603,564**	**Non-Current Liabilites**	**10,997,644**	**11,103,046**
Long term assets	**302,689**	**181,066**	**Long Term Liabilities**	**4,129,278**	**4,085,864**
Deferred income tax and social contribution	116,833	26,599	Loans	3,613,847	3,638,936
Tax recoverable	78,002	78,862	Deferred Income Tax and Social Contribution	66,221	29,401
Other assets	107,854	75,605	Notes Payable	138,718	128,972
			Other Accounts Payable	97,532	114,643
			Allowance for Contingencies	212,960	173,912
Investments	**8,331,348**	**8,422,498**	**Shareholders Equity**	**6,868,366**	**7,017,182**
Investments in subsidiaries	1,980	954	Capital	5,231,066	5,269,124
Other investments	631	631	Capital Reserve	1,409,146	1,420,212
Fixed assets	1,376,971	1,477,659	Profit Reserve	432,597	330,485
Intangible	6,951,766	6,943,254	Equity Valuation Adjustments	(204,443)	(204,443)
Deferred charges	0	0	Profit for the Period	0	201,804
Total Assets	**12,656,511**	**13,298,799**	**Total Liabilities and Shareholders' Equity**	**12,656,511**	**13,298,799**



Consolidated Cash Flow Statement (R$ thousand)

Table 16

	9M12	9M13	3Q12	3Q13
Cash Flows from Operating Activities				
Income (Loss) Before Income Taxes	188,852	261,835	143,287	109,030
Adjustments:				
Depreciation and Amortization	72,921	77,315	24,329	26,274
Impairment	37,634	(3,898)	31,382	(3,898)
Gain on Permanent Asset Disposals	2,527	(1,446)	(592)	(459)
Equity Method	259	1,026	259	307
Foreign Exchange Losses	139,312	178,028	10,238	50,478
Interest Expense and Related	203,241	198,000	44,649	63,300
Stock Option Expense	9,818	6,865	2,382	2,719
Adjusted Results	**654,564**	**717,725**	**255,934**	**247,751**
Decrease (Increase) in Assets	**(51,703)**	**(188,532)**	**136,696**	**(44,285)**
Trade Accounts Receivable	(142,914)	25,866	77,092	(43,571)
Inventories	110,774	(188,146)	70,075	(525)
Taxes Recoverable	(24,406)	(55,783)	(4,704)	(10,340)
Judicial Deposits	(6,925)	(360)	(5,856)	1,178
Other Accounts Receivable	11,768	29,891	89	8,973
Increase (Decrease) in Liabilities	**7,594**	**(35,681)**	**(158,681)**	**(33,825)**
Suppliers	134,991	45,674	40,163	(36,795)
Income Tax and Social Contribution Paid	(16,961)	(8,403)	(1,141)	(4,327)
Taxes Payable	(1,405)	(10,636)	(25,197)	885
Salaries and Payroll Charges	46,434	6,699	28,460	18,879
Accounts Payable	94,705	(65,905)	50,595	(24,574)
Interest Paid	(17)	939	2,358	3,872
Other Accounts Payable	(250,153)	(4,049)	(253,919)	8,235
Net Cash Provided by Operating Activities	**610,455**	**493,512**	**233,949**	**169,641**
Cash flows from investing activities				
Capital Increase in Subsidiaries/Affiliates	(20,981)	0	(1,444)	0
Acquisitions of Property, Plant and Equipment	(179,872)	(148,440)	(62,470)	(60,070)
Intangible Assets	(12,869)	(12,845)	(7,789)	(4,734)
Proceeds from the Sale of Assets with Permanent Nature	78,851	28,988	3,308	11,637
Interest Received	150,740	102,717	42,344	42,087
Net Cash Provided by (Used in) Investing Activities	**15,869**	**(29,580)**	**(26,051)**	**(11,080)**
Cash Flows from Financing Activities				
Capital Integralization	4,049	38,058	0	0
Borrowings	1,949	481,801	(112)	422,537
Treasury Stock Purchase / Sale	986	4,201	986	0
Repayment of Loans	(787,090)	(261,556)	(256,796)	(85,181)
Interest received	0	0	0	0
Interest Paid on Loans	(278,993)	(189,475)	(86,912)	(59,508)
Dividends Paid	0	(102,110)	0	0
Net Cash Provided by (Used in) Financing Activities	**(1,059,099)**	**(29,081)**	**(342,834)**	**277,848**
Increase in Cash and Cash Equivalents, Net	**(432,775)**	**434,851**	**(134,936)**	**436,409**
Statement of Increase in Cash and Cash Equivalents, Net				
At the Beginning of the Period	2,596,325	1,736,402	2,298,486	1,734,844
At the End of the Period	2,163,550	2,171,253	2,163,550	2,171,253
Increase in Cash and Cash Equivalents, Net	**(432,775)**	**434,851**	**(134,936)**	**436,409**



Other Information

Non Recurring Expenses

Table 17

(R$ million)	9M12	9M13	3Q12	3Q13		
				Other Revenues/ Expenses	Other Lines	Total
Expenses Related to Acquisitions	3.4	0.0	2.7	0.0	0.0	0.0
Other Non-Recurring Expenses	139.5	9.3	127.2	0.0	2.6	2.6
Expenses Related to Restructurings *	140.1	43.0	109.7	11.5	0.0	11.5
Other Revenues	(283.4)	(21.5)	(250.5)	0.0	0.0	0.0
Non-Recurring from Continued Operations	**(0.4)**	**30.9**	**(11.0)**	**11.5**	**2.6**	**14.1**
Result from Divestitures / Discontinued Operations	21.2	(2.8)	4.1	0.0	(0.9)	(0.9)
Total Non-Recurring	**20.8**	**28.1**	**(6.9)**	**11.5**	**1.7**	**13.1**

** Expenses related to the completion and integration of acquired businesses, or operating restructuring costs, such as severance and termination of labor and plants closing to transfer production to Goiás (Matrix Project).*

Cash Conversion Cycle

Table 18

(Days)	1Q12	2Q12	3Q12	4Q12	1Q13	2Q13	3Q13	Δ
Receivables *	80	87	79	88	83	81	83	3
Inventories	135	130	111	100	144	154	142	7
Payables	(77)	(98)	(103)	(106)	(127)	(135)	(116)	(39)
Cash Conversion Cycle	**137**	**119**	**87**	**82**	**100**	**100**	**109**	**(28)**

** Calculations based on Gross Revenue of continuing and discontinued operations.*

Cash Earnings

Table 19

(R$ million)	9M12	9M13	Δ	3Q12	3Q13	Δ
Adjusted EBITDA	635.0	751.0	*18.3%*	218.0	265.9	*22.0%*
(-) Depreciation / Amortization	(72.9)	(77.3)	*6.0%*	(24.3)	(26.3)	*8.0%*
(-) Net Interest Expenses	(169.4)	(179.7)	*6.1%*	(52.7)	(58.8)	*11.5%*
Cash Earnings	392.7	494.0	*25.8%*	141.0	180.8	*28.3%*
Cash Earnings per Share	**0.63**	**0.78**	***25.0%***	**0.23**	**0.29**	***26.5%***

Obs.: Values calculated based on continuing and discontinued operations.



Tax Goodwill Amortization and Others

The company holds R$3,899.7 million of tax goodwill to be amortized over the coming years, according to the table below. In addition, there are R$611.8 million of recoverable taxes (please refer to Explanatory Note 12 of the quarterly information) and also income tax and social contribution losses carry-forward, with the tax effect of R$826.5 million, after applying the income tax and social contribution rates (please refer to Explanatory Note 19(a) of the quarterly information.)

Table 20

(R$ million)	
2013	231.7
2014	774.3
2015	747.2
2016	657.1
2017	607.4
2018	593.2
2019	250.0
2020	36.3
2021	2.7
Total	**3,899.7**

Source: Hypermarcas



Report on review of Quarterly Information - ITR

To the Board of Directors and Stockholders
Hypermarcas S.A.
São Paulo - SP

Introduction
We have reviewed the accompanying individual and consolidated interim financial information of Hypermarcas S.A. ("The Company"), comprised in the Quarterly Information Form - ITR for the quarter ended September 30, 2013, comprising the balance sheet as at September 30, 2013 and the respective statements of income and comprehensive income for the three and nine months periods then ended, and changes in shareholders' equity and cash flows for the nine months period then ended, including the notes.

Management is responsible for the preparation of the individual interim financial information in accordance with the Technical Pronouncement CPC 21(R1) - Interim Financial Information, and the consolidated interim financial information in accordance with CPC 21(R1) and the international standard IAS 34 - Interim Financial Reporting, issued by the International Accounting Standards Board - IASB, such as for the presentation of these information in accordance with the standards issued by the Brazilian Securities Commission - CVM, applicable to the preparation of Quarterly Information – ITR. Our responsibility is to express a conclusion on these interim financial information based on our review.

Review scope
We conducted our review in accordance with the Brazilian and International standards on reviews of interim information (NBC TR 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of making inquires, primarily of persons responsible for the financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the audit standards and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion on the parent company interim financial information
Based on our review, nothing has come to our attention that causes us to believe that the individual interim financial information included in the Quarterly Information - ITR referred to above has not been prepared, in all material respects, in accordance with CPC 21(R1) applicable to the preparation of Quarterly Information - ITR, and presented in accordance with the standards issued by the Brazilian Securities Commission - CVM.

Conclusion on the consolidated interim financial information
Based on our review, nothing has come to our attention that causes us to believe that the consolidated interim financial information included in the Quarterly Information - ITR referred to above has not been prepared, in all material respects, in accordance with CPC 21(R1) and IAS 34 applicable to the preparation of Quarterly Information - ITR, and presented in accordance with the standards issued by the Brazilian Securities Commission – CVM.

Others matters

Interim information of the value added
We have also reviewed the individual and consolidated statements of value added (DVA), related to the nine months period ended September 30, 2013, prepared under the responsibility of the Company's management, which presentation in the interim information is required in accordance with standards issued by the Brazilian Securities Commission - CVM applicable to the preparation of Quarterly Information - ITR, and is considered as a supplementary information under IFRS, which do not require the presentation of DVA. These statements were subject to the same review procedures described above, and based on our review, nothing has come to our attention that causes us to believe that it has not been prepared, in all material respects, in accordance with the individual and consolidated interim financial information taken as a whole.

Review of the individual and consolidated interim financial information for the quarter ended September 30, 2012 and audit of the individual and consolidated financial statements for the year ended December 31, 2012
The financial information for the three and nine months periods ended on September 30, 2012, presented for comparative purposes, were reviewed by other independent auditors, who issued an unqualified review report as of November 9, 2012. The financial information for the year ended on December 31, 2012, presented for comparative purposes, were reviewed by other independent auditors, who issued an unqualified audit report as of March 6, 2013.

São Paulo, November 1st, 2013

KPMG Auditores Independentes
CRC 2SP014428/O-6
(Original report in Portuguese signed by)
Wagner Bottino
Accountant CRC 1SP196907/O-7

Hypermarcas S.A.

Balance sheets at September 30, 2013 and December 31, 2012

(In thousands of Reais)

	Parent Company		Consolidated	
Assets	**September 30, 2013**	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Current assets				
Cash and cash equivalents (Note 9)	1,242,474	727,356	2,171,253	1,736,402
Trade receivables (Note 10)	1,180,780	1,221,833	1,183,188	1,209,054
Inventories (Note 11)	296,088	268,938	626,673	438,779
Related parties (note 30)	1,409	-	-	-
Taxes recoverable (Note 12)	463,583	414,928	532,911	473,897
Other assets	142,275	109,972	170,425	153,557
	3,326,609	2,743,027	4,684,450	4,011,689
Non-current assets held for sale	10,785	10,785	10,785	10,785
	3,337,394	2,753,812	4,695,235	4,022,474
Non-current assets				
Long-term receivables				
Related parties (Note 30)	153	8,974	-	-
Deferred income tax and social contribution (Note 19(a))	8,816	72,583	26,599	116,833
Taxes recoverable (Note 12)	53,979	62,745	78,862	78,002
Other assets	71,239	103,924	75,605	107,854
	134,187	248,226	181,066	302,689
Investments in subsidiaries (Note 14)	1,660,323	1,670,183	954	1,980
Other investments	631	631	631	631
Property, plant and equipment (Note 15)	696,907	660,368	1,477,659	1,376,971
Intangible assets (Note 16)	6,795,295	6,802,597	6,943,254	6,951,766
	9,153,156	9,133,779	8,422,498	8,331,348
Total assets	12,624,737	12,135,817	13,298,799	12,656,511

	Parent Company		Consolidated	
Liabilities and equity	**September 30, 2013**	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Current liabilities				
Trade payables (Note 17)	196,582	264,680	511,400	465,726
Financing and loans (Note 18)	951,869	317,727	980,442	346,103
Salaries payable	96,405	111,233	152,320	146,141
Related parties (note 30)	494	-	-	-
Income tax and social contribution payable	-	-	202	-
Taxes payable (Note 20)	32,075	34,897	60,203	63,058
Notes payable (Note 22)	216,292	326,447	216,292	338,985
Dividends	9	7	9	7
Other payables (Note 21)	212,472	232,122	274,885	298,847
	1,706,198	1,287,113	2,195,753	1,658,867
Non-current liabilities				
Financing and loans (Note 18)	3,503,275	3,518,745	3,638,936	3,613,847
Related parties (Note 30)	8	414	-	-
Notes payable (Note 22)	128,972	138,718	128,972	138,718
Deferred income tax and social contribution (Note 19(b))	-	29,154	29,401	66,221
Provisions for contingencies (Note 28)	170,950	211,952	173,912	212,960
Other payables	98,152	81,355	114,643	97,532
	3,901,357	3,980,338	4,085,864	4,129,278
	5,607,555	5,267,451	6,281,617	5,788,145
Shareholder´s Equity				
Share capital (Note 25(a))	5,269,124	5,231,066	5,269,124	5,231,066
Capital reserves	1,420,212	1,409,146	1,420,212	1,409,146
Equity Valuation Adjustments	(204,443)	(204,443)	(204,443)	(204,443)
Profit reserves	330,485	432,597	330,485	432,597
Profit for the period	201,804	-	201,804	-
	7,017,182	6,868,366	7,017,182	6,868,366
Total liabilities and equity	12,624,737	12,135,817	13,298,799	12,656,511

The accompanying notes are an integral part of this quarterly information.

Hypermarcas S.A.

Statements of income (Parent Company)

Three and nine months period ended September 30, 2013 and 2012

(In thousands of Reais)

	07/01/2013 to 09/30/2013	01/01/2013 to 09/30/2013	07/01/2012 to 09/30/2012	01/01/2012 to 09/30/2012
Continuing operations				
Net revenue (Note 27)	1,130,643	3,187,533	1,002,411	2,878,561
Cost of sales (Note 24(a))	(460,153)	(1,302,392)	(424,978)	(1,191,922)
Gross profit	670,490	1,885,141	577,433	1,686,639
Selling and marketing expenses (Note 24(a))	(384,910)	(1,087,231)	(331,026)	(975,824)
General and administrative expenses (Note 24(a))	(42,596)	(122,807)	(55,872)	(158,580)
Other operating income (expenses), net (Note 24(a))	(11,461)	(16,328)	131,271	138,106
Equity in the results of investees (Note 14 (a))	(6,526)	(4,644)	(79,578)	(101,834)
Operating profit	224,997	654,131	242,228	588,507
Finance income (Note 24(c))	25,094	63,239	41,522	158,661
Finance expenses (Note 24(b))	(154,613)	(483,734)	(99,604)	(495,732)
Finance expenses, net	(129,519)	(420,495)	(58,082)	(337,071)
Profit before income tax and social contribution	95,478	233,636	184,146	251,436
Income tax and social contribution (Note 19(c))	(15,895)	(33,668)	(112,582)	(155,571)
Profit for the period from continuing operations	79,583	199,968	71,564	95,865
Discontinued operations				
Profit (loss) for the period from discontinued operations (Note 13)	600	1,836	(3,181)	(16,615)
Profit for the period	80,183	201,804	68,383	79,250
Basic earnings per share (in Reais)	0.12705	0.32095	0.10927	0.12668
Diluted earnings per share (in Reais)	0.12574	0.31698	0.12296	0.18595

The accompanying notes are an integral part of this quarterly information.

Hypermarcas S.A.

Statements of income (Consolidated)

Three and nine months period ended September 30, 2013 and 2012

(In thousands of Reais)

	07/01/2013 to 09/30/2013	01/01/2013 to 09/30/2013	07/01/2012 to 09/30/2012	01/01/2012 to 09/30/2012
Continuing operations				
Net revenue (Note 27)	1,112,349	3,139,885	992,879	2,846,949
Cost of sales (Note 24(a))	(396,580)	(1,107,619)	(373,783)	(1,069,041)
Gross profit	715,769	2,032,266	619,096	1,777,908
Selling and marketing expenses (Note 24(a))	(407,132)	(1,152,164)	(353,812)	(1,034,330)
General and administrative expenses (Note 24(a))	(55,573)	(163,670)	(62,941)	(181,254)
Other operating income (expenses), net (Note 24(a))	(30,857)	(80,325)	165	(9,451)
Equity in the results of investees	(307)	(1,026)	(259)	(259)
Operating profit	221,900	635,081	202,249	552,614
Finance income (Note 24(c))	45,593	118,413	47,611	166,906
Finance expenses (Note 24(b))	(159,372)	(494,441)	(102,498)	(509,459)
Finance expenses, net	(113,779)	(376,028)	(54,887)	(342,553)
Profit before income tax and social contribution	108,121	259,053	147,362	210,061
Income tax and social contribution (Note 19(c))	(28,538)	(59,085)	(75,798)	(114,196)
Profit for the period from continuing operations	79,583	199,968	71,564	95,865
Discontinued operations				
Profit (loss) for the period from discontinued operations (Note 13)	600	1,836	(3,181)	(16,615)
Profit for the period	80,183	201,804	68,383	79,250
Basic earnings per share (in Reais)	0,12705	0,32095	0,10927	0,12668
Diluted earnings per share (in Reais)	0,12574	0,31698	0,12296	0,18595

The accompanying notes are an integral part of this quarterly information.

Hypermarcas S.A.

Statements of comprehensive income (Parent Company)

Period of nine months ended September 30, 2013 and 2012

(In thousands of Reais)

	07/01/2013 to 09/30/2013	01/01/2013 to 09/30/2013	07/01/2012 to 09/30/2012	01/01/2012 to 09/30/2012
Profit for the period	80,183	201,804	68,383	79,250
Other comprehensive income (expense)	-	-	-	-
Total comprehensive income	**80,183**	**201,804**	**68,383**	**79,250**

Hypermarcas S.A.

Statements of comprehensive income (Consolidated)

Period of nine months ended September 30, 2013 and 2012

(In thousands of Reais)

	07/01/2013 to 09/30/2013	01/01/2013 to 09/30/2013	07/01/2012 to 09/30/2012	01/01/2012 to 09/30/2012
Profit for the period	80,183	201,804	68,383	79,250
Other comprehensive income (expense)	-	-	-	-
Total comprehensive income	**80,183**	**201,804**	**68,383**	**79,250**

Hypermarcas S.A.

Statements of shareholder´s equity (Parent Company and Consolidated)

Nine-months ended September 30, 2013 and year ended December 31, 2012

(In thousands of Reais)

		Capital reserves				Profit reserves						
	Capital	Share premium	Stock options	Treasury shares	Equity valuation adjustments	Legal reserve	Tax incentives reserve	Statutory reserve	Profit retention reserve	Proposed additional dividends	Retained earnings	Total
Balances at January 1st, 2012	**5,227,017**	**1,390,996**	**26,399**	**(22,719)**	**(204,443)**	**17,945**	**62,339**	**77,701**	**70,699**			**6,645,934**
Payment of capital - funds obtained from the stock option program (Note 25 (a))	4,049	-	-	-	-	-	-	-	-	-	-	4,049
Stock options	-	-	9,818	-	-	-	-	-	-	-	-	9,818
Result from the sale of treasury shares	-	(336)	-	-	-	-	-	-	-	-	-	(336)
Sale of shares	-	-	-	1,322	-	-	-	-	-	-	-	1,322
Profit for the period	-	-	-	-	-	-	-	-	-	-	79,250	79,250
Balances at September 30, 2012	**5,231,066**	**1,390,660**	**36,217**	**(21,397)**	**(204,443)**	**17,945**	**62,339**	**77,701**	**70,699**	**-**	**79,250**	**6,740,037**
Stock options	-	-	3,666	-	-	-	-	-	-	-		3,666
Result from the sale of treasury shares	-	-	-	-	-	-	-	-	-	-		-
Profit for the period	-	-	-	-	-	-	-	-	-	-	124,663	124,663
Reversal of statutory reserve	-	-	-	-	-	-	-	(77,701)	(33,699)	-	111,400	-
Establishment of reserve	-	-	-	-	-	10,196	203,005	-	-	-	(213,201)	-
additional dividends proposed	-	-	-	-	-	-	-	-	-	102,112	(102,112)	-
Balances at January 1st, 2013	**5,231,066**	**1,390,660**	**39,883**	**(21,397)**	**(204,443)**	**28,141**	**265,344**	**-**	**37,000**	**102,112**		**6,868,366**
Stock options	-	-	6,865	-	-	-	-	-	-	-	-	6,865
Payment of capital - funds obtained from the stock option program	38,058	-	-	-	-	-	-	-	-	-	-	38,058
Result from the sale of treasury shares	-	(3,699)	-	-	-	-	-	-	-	-	-	(3,699)
Sale of shares	-	-	-	7,900	-	-	-	-	-	-	-	7,900
Profit for the period	-	-	-	-	-	-	-	-	-	-	201,804	201,804
Payment of proposed additional dividends (Nota 25(c))	-	-	-	-	-	-	-	-	-	(102,112)	-	(102,112)
Balances at September 30, 2013	**5,269,124**	**1,386,961**	**46,748**	**(13,497)**	**(204,443)**	**28,141**	**265,344**	**-**	**37,000**	**-**	**201,804**	**7,017,182**

The accompanying notes are an integral part of this quarterly information.

Hypermarcas S.A.

Statements of cash flows

Period of nine months ended September 30, 2013 and 2012

(In thousands of Reais)

	Parent Company		Consolidated	
	September 30, 2013	**September 30, 2012**	**September 30, 2013**	**September 30, 2012**
Cash flows from operating activities				
Profit before taxation, including discontinued operations	236,418	230,227	261,835	188,852
Adjustments				
Depreciation and amortization	43,522	45,274	77,315	72,921
Impairment of assets	1,495	7,696	(3,898)	37,634
Result on sale of permanent assets	(2,576)	2,464	(1,446)	2,527
Equity in the results of investees	4,644	101,834	1,026	259
Foreign exchange losses	174,690	135,981	178,028	139,312
Interest and other related expenses	245,805	201,090	198,000	203,241
Stock option expenses	5,358	7,095	6,865	9,818
Adjusted profit	709,356	731,661	717,725	654,564
Decrease (increase) in asset and liability accounts				
Trade receivables	41,053	(157,746)	25,866	(142,914)
Inventories	(27,150)	97,385	(188,146)	110,774
Taxes recoverable	(39,890)	(11,954)	(55,783)	(24,406)
Judicial deposits and others	(576)	(5,456)	(360)	(6,925)
Other receivables	10,008	28,933	29,891	11,768
Trade payables	(68,097)	58,953	45,674	134,991
Income tax and social contribution paid		(15,476)	(8,403)	(16,961)
Taxes payable	(10,636)	(4,809)	(10,636)	(1,405)
Salaries and social charges	(14,828)	32,009	6,699	46,434
Other payables	(45,135)	46,469	(65,905)	94,705
Interest paid	6,775	3,225	939	(17)
Other payables	(8,453)	(250,306)	(4,049)	(250,153)
Net cash provided by operating activities	552,427	552,888	493,512	610,455
Cash flows from investing activities				
Capital increase in subsidiaries/associates	(8,500)	(846,570)	´-	(20,981)
Purchases of property, plant and equipment	(61,775)	(44,924)	(148,440)	(179,872)
Purchases of intangible assets	(4,388)	(5,853)	(12,845)	(12,869)
Proceeds from the sale of permanent assets	25,281	77,913	28,988	78,851
Interest received	48,349	143,144	102,717	150,740
Net cash (used in) provided by investing activities	(1,033)	(676,290)	(29,580)	15,869
Cash flows from financing activities				
Proceeds from financing and loans	437,897	29,546	481,801	1,949
Payment of financing and loans - principal	(233,438)	(799,485)	(261,556)	(787,090)
Payment of financing and loans - interest	(180,884)	(275,503)	(189,475)	(278,993)
Payment of capital	38,058	4,049	38,058	4,049
Sale of treasury shares	4,201	986	4,201	986
Dividends paid	(102,110)		(102,110)	
Net cash used in financing activities	(36,276)	(1,040,407)	(29,081)	(1,059,099)
Net increase (decrease) in cash and cash equivalents	515,118	(1,163,809)	434,851	(432,775)
Cash and cash equivalents at the beginning of the period	727,356	2,521,029	1,736,402	2,596,325
Cash and cash equivalents at the end of the period	1,242,474	1,357,220	2,171,253	2,163,550
Changes in cash and cash equivalents	515,118	(1,163,809)	434,851	(432,775)
Transactions not involving cash	8,658	1,646	26,785	5,705
Acquisition of property, plant and equipment through leases	3,160	1,646	6,058	5,705
Permanent assets	5,498		20,727	

The accompanying notes are an integral part of this quarterly information.

Hypermarcas S.A.

Statements of value added

Period of nine months ended September 30, 2013 and 2012

(In thousands of Reais)

	Parent Company		Consolidated	
	September 30, 2013	**September 30, 2012**	**September 30, 2013**	**September 30, 2012**
Gross revenue				
Sale of goods and products, including discontinued operations	3,691,899	3,639,273	3,674,316	3,630,461
Other revenue	(14,833)	138,106	(84,223)	(9,451)
Allowance for doubtful accounts	(9,482)	(19,986)	(9,171)	(20,179)
	3,667,584	3,757,393	3,580,922	3,600,831
Inputs acquired from third parties				
Cost of materials, goods and services sold	(1,410,436)	(1,477,014)	(1,099,347)	(1,410,090)
Materials, electricity, outsourced services and other	(1,090,671)	(1,026,398)	(1,209,868)	(1,070,109)
Losses/ recoverable of assets value	(1,495)	´-	3,898	´-
	(2,502,602)	(2,503,412)	(2,305,317)	(2,480,199)
Gross value added	1,164,982	1,253,981	1,275,605	1,120,632
Depreciation and amortization	(43,522)	(45,274)	(77,315)	(72,921)
Net value added generated by the Company	1,121,460	1,208,707	1,198,290	1,047,711
Value added received through transfer				
Equity in the results of investees	(4,644)	(101,834)	(1,026)	(259)
Finance income	63,239	158,661	118,413	166,906
	58,595	56,827	117,387	166,647
Total value added to distribute	1,180,055	1,265,534	1,315,677	1,214,358
Distribution of value added				
Personnel and social charges	342,870	375,477	582,815	529,946
Direct remuneration	273,009	298,953	454,460	410,147
Benefits	51,540	57,289	97,854	92,296
Government Severance Indemnity Fund for Employees (FGTS)	18,321	19,235	30,501	27,503
Taxes and contributions	115,779	293,712	(9,983)	62,874
Federal	23,594	195,748	(4,961)	93,274
State	89,849	95,172	(8,151)	(36,724)
Municipal	2,336	2,792	3,129	6,324
Interest	486,751	493,138	497,314	506,215
Rentals	32,851	23,957	43,727	36,073
Profit for the period	201,804	79,250	201,804	79,250
Value added distributed	1,180,055	1,265,534	1,315,677	1,214,358

The accompanying notes are an integral part of this quarterly information.

Notes to the quarterly information at September 30, 2013

(In thousands of Reais unless otherwise stated)

1 General information

Hypermarcas S.A. (the "Company") is a Brazilian company manufacturing mass consumer products, operating two main business segments (i) Pharmaceutical and (ii) Consumer products (beauty and personal hygiene), with a wide portfolio of traditional brands. Among the several brands of the Company's portfolio, the following should be highlighted: Addera D3, Agecare, Alivium, Apracur, Apraz, Atroveran, Benegrip, Biotônico Fontoura, Calminex, Celastamine, Celestone, Coristina, Desalex, Digedrat, Diprogenta, Diprosalic, Diprosone, Diprospan, Doralgina, Doril, Engov, Escabin, Epocler, Estomazil, Epidrat, Episol, Fluir, Fluviral, Gastrol, Gelol, Gingilone, Histamin, Lacto-purga, Lisador, Lioram, Lipanon, Maracugina, Massageol, Maxsulid, Melhoral, Merthiolate, Mioflex-A, Miorrelax, Neo Química Genéricos, Neosoro, Polaramine, Predsim, Quadriderm, Rinosoro, Scaflam, Tamarine, Torsilax, Virineo, Adocyl, Affective, Aquamarine, Avanço, Bigfral, Biocolor, Bitufo, Bozzano, Cenoura & Bronze, Contouré, Cremer Disney, Denorex, Éh!, Finn, Fluidgel, Jontex, Leite de Colônia, Lovetex, Lucretin, Maturidade, Monange, Niasi Profissional, NY.Looks, Olla, Paixão, Pom Pom, Rastro, Risqué, Sanifill, Sapeka, Silhouette, Summer Radical, Très Marchand,York and Zero-Cal.

The manufacture of products is substantially carried out by the subsidiaries Cosmed Indústria de Cosméticos e Medicamentos S.A. (Consumer products) and Brainfarma Indústria Química e Farmacêutica S.A. (Pharmaceutical).

During the third quarter of 2013 the Company concluded the transfer of the plant from Taboão da Serra – SP to Senador Canedo – GO.

The main plants are located in: Anápolis-GO, Senador Canedo-GO, Rio de Janeiro-RJ, Guarulhos-SP, Cabo de Santo Agostinho-PE, , Mogi das Cruzes-SP, São Roque-SP, Goiânia-GO and Aparecida de Goiânia-GO. The Company is headquartered in São Paulo, capital of the State of São Paulo.

The main distribution centers are located in: Anápolis-GO, Goiânia-GO and Duque de Caxias-RJ.

2 Summary of significant accounting policies

The main accounting policies applied in the preparation of the parent company and consolidated Quarterly Information (ITR) were not significantly changed in relation to those disclosed in the financial statements for the year ended December 31, 2012. When the Notes to this Quarterly Information are not presented completely because of redundancy in relation to the information presented in the Company's annual financial statements, the complete information should be read in the corresponding Note in the Company's annual financial statements. Certain new accounting standards applicable as from 2013, as disclosed in the 2012 annual financial statements, had no impacts in relation to the accounting policies previously adopted by the Company.

The parent company interim financial information has been prepared in accordance with the Technical Pronouncement CPC 21 (R1) - Interim Financial Reporting, and the consolidated interim financial information has been prepared in accordance with the Technical Pronouncement CPC 21 (R1) and International Accounting Standard IAS 34 - Interim Financial Reporting issued by the International Accounting Standards Board (IASB), and presented in accordance with the standards issued by the Brazilian Securities Commission (CVM), applicable to the preparation of Quarterly Information (ITR).

This Quarterly Information was approved by the Company's Board of Directors on November 1, 2013.

3 Critical accounting estimates and judgments

Accounting estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The critical accounting estimates and judgments applied to these Quarterly Information were not altered in relation to those disclosed in the 2012 annual financial statements.

4 Financial risk management

a. Financial risk factors

There were no changes in the financial risk factors and risk management policy in relation to those described in the annual financial statements for the year ended December 31, 2012. The financial information for the current period is presented in the tables below, compared to the financial information at December 31, 2012.

b. Foreign exchange risk

At September 30, 2013 and December 31, 2012, the assets and liabilities denominated in foreign currency and the financial instruments that mitigate the foreign exchange risks are as follows:

	Consolidated			
	September 30, 2013		December 31, 2012	
	US$ thousand	R$ thousand	US$ thousand	R$ thousand
Assets				
Trade receivables	(61)	(134)	(72)	(148)
Liabilities				
Trade payables (Note 17)	94,585	210,924	84,949	173,613
Financing and loans (Note 18)	869,258	1,938,444	860,729	1,758,900
Notes payable	28,256	63,011	63,370	129,497
Derivative instruments that mitigate risks	(682,240)	(1,507,175)	(236,213)	(466,159)
Net exposure	309,798	705,070	772,763	1,595,703

c. Risk of share price volatility

The Company had investments in shares amounting to R$ 2,925 at September 30, 2013. However, such investments do not represent risk of share price change for the Company considering that any change is reverted to the seller of the brand NY- Looks (Note 22 - Notes payable).

d. Cash flow or fair value risk related to interest rate and inflation

In the table below are presented the Company's exposure to the interest rate risk for transactions linked to the variation of the CDI (Interbank Deposit Certificate), TJLP (Long-term Interest Rate), IPCA and IGPM:

	September 30, 2013	
	Parent Company	**Consolidated**
Financing, loans and swaps (CDI and TJLP)	369,286	395,023
Debentures (CDI)	1,135,601	1,135,601
Debentures (IPCA)	874,946	874,946
Notes payable (CDI)	189,427	189,427
Notes payable (IGPM)	1,784	1,784
Financial investments (note 9)	(1,229,658)	(2,158,715)
Net exposure	1,341,386	438,066

e. Credit risk

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and other financial institutions, as well as credit exposures with wholesale and retail customers, including outstanding receivables and repurchase agreements.

For banks and financial institutions, the Company's policy is to diversify its financial investments in prime financial institutions with the ratings classifications described in Note 8 (Credit quality of financial assets).

f. Liquidity risk

The amounts disclosed in the table below are undiscounted future cash flows, which include interest to be incurred. For this reason, these amounts do not agree with the amounts disclosed in the balance sheet.

	Consolidated				
	September 30, 2013				
	Less than 1 year	**Between 1 and 2 years**	**Between 2 and 5 years**	**Over 5 years**	**Total**
Debentures	678,536	673,241	1,727,984	48,353	3,128,114
Financing and loans	408,332	156,225	406,644	2,105,058	3,076,259
Notes payable	208,940	124,741	20,799	-	354,480
Trade payables	511,400	-	-	-	511,400
Other account payables	-	114,643	-	-	114,643
Derivative financial instruments	16,790	(1,171)	-	-	(15,619)
	1,823,998	1,067,679	2,155,427	2,153,411	7,200,515

	Consolidated				
	December 31, 2012				
	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total
Debentures	243,014	621,245	1,631,530	99,104	2,594,893
Financing and loans	165,945	361,327	363,797	1,935,944	2,827,013
Notes payable	359,887	117,852	43,779	-	521,518
Trade payables	465,726	-	-	-	465,726
Other account payables	-	97,532	-	-	97,532
Derivative financial instruments	3,178	(30,022)	-	-	(26,844)
	1,237,750	1,167,934	2,039,106	2,035,048	6,479,838

g. Derivatives

Derivative financial instruments contracted at the consolidated level by the Company totaled R$ 1,657,175 at September 30, 2013 (R$ 466, 159 at December 31, 2012), and R$ 1,546,507 at September 30, 2013 (R$466,159 at December 31, 2012) at the parent level. The results of transactions not yet settled represent unrealized gains of R$ 15,619 (unrealized gains of R$ 24,604 as at December 31, 2012) at the consolidated level and R$ 12,627 (unrealized gains of R$ 24,604) at the parent company.

The transactions at September 30, 2013 and December 31, 2012 can be summarized as follows:

		Parent Company									
Type	**Counterparties**	**Notional amount**		**Fair value**		**Fair value receivable/(payable)**		**Realized gains/ (losses)**		**Unrealized gains/(losses)**	
(In thousands of Reais)		**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**
Foreign currency Forward contracts		**1,196,507**	**259,220**	**1,171,744**	**266,836**	**(24,763)**	**7,616**	**2,525**	**11,608**	**(24,763)**	**7,616**
Purchased position	Merrill Lynch, DB, HSBC, JP, Itaú, Santander Bradesco, BTG, Pine, Votorantim	1,200,835	259,220	1,176,193	266,836	(24,643)	7,616	2,744	11,608	(24,643)	7,616
Sold position	JP Morgan	(4,328)		(4,449)		(120)		(220)		(120)	
Swap contracts		**200,000**	**206,939**	**235,991**	**223,030**	**35,991**	**16,988**	**(4,203)**	**(24,507)**	**35,991**	**16,988**
Purchased position	Citibank	200,000	206,939	235,991	223,030	35,991	16,988	(4,203)	(24,507)	35,991	16,988
Subtotal		**1,396,507**	**466,159**	**1,407,735**	**489,866**	**11,228**	**24,604**	**(1,678)**	**(12,899)**	**11,228**	**24,604**
Interest rate Swap contracts		**150,000**		**148,601**		**1,399**			**285**	1,399	
Position	Santander	150,000		148,601		1,399			285	1,399	
Total		**1,546,507**	**466,159**	**1,556,336**	**489,866**	**12,627**	**24,604**	**(1,678)**	**(12,614)**	**12,627**	**24,604**

		Consolidated									
Type	**Counterparties**	**Notional amount**		**Fair value**		**Fair value receivable/(payable)**		**Realized gains/ (losses)**		**Unrealized gains/(losses)**	
(In thousands of Reais)		**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**	**Sep/13**	**Dec/12**
Foreign currency Forward contracts		**1,307,175**	**259,220**	**1,285,404**	**266,836**	**(21,771)**	**7,616**	**5,154**	**11,608**	**(21,771)**	**7,616**
Purchased position	Merrill Lynch, DB, HSBC, JP, Itau, Santander	1,313,148	259,220	1,291,537	266,836	(21,612)	7,616	5,570	11,608	(21,612)	7,616
Sold position	Bradesco, BTG, Pine, Votorantim JP Morgan	(5,973)		(6,133)		(159)		(416)		(159)	
Swap contracts		**200,000**	**206,939**	**235,991**	**223,030**	**35,991**	**16,988**	**(4,203)**	**(24,507)**	**35,991**	**16,988**
Purchased position	Citibank	200,000	206,939	235,991	223,030	35,991	16,988	(4,203)	(24,507)	35,991	16,988
Subtotal		**1,507,175**	**466,159**	**1,521,395**	**489,866**	**14,220**	**24,604**	**951**	**(12,899)**	**14,220**	**24,604**
Interest rate Swap contracts		**150,000**		**148,601**		**1,399**			**285**	**1,399**	
Position	Santander	150,000		148,601		1,399			285	1,399	
Total		**1,657,175**	**466,159**	**1,669,996**	**489,866**	**15,619**	**24,604**	**951**	**(12,614)**	**15,619**	**24,604**

The contracts (consolidated) listed above mature as follows:

Maturity	**Notional amount**			
Foreign currency -USD	**Sep/13**	**Rate**	**Dec/12**	**Rate**
Jan/13	-	-	78,744	1,981
Feb/13	-	-	2,326	1,883
May/13	-	-	48,841	2,011
Jul/13	-	-	8,571	1,874
Aug/13	-	-	2,313	1,883
Sep/13	-	-	-	-
Oct/13	76,697	2,149	60,416	2,147
Nov/13	20,099	2,112	-	
Dec/13	52,528	2,228	32,563	2,217
Jan/14	22,425	2,148	-	-
Feb/14	1,090,062	2,286	202,300	1,883
Mar/14	14,100	2,213	-	-
Apr/14	72,093	2,292	-	-
May/14	16,539	2,322	-	-
Jun/14	20,984	2,406	-	-
Jul/14	17,027	2,471	-	-
Aug/14	8,879	2,486	-	-
Sep/14	348	2,385	-	-
Oct/14	60,038	2,463	-	-
Dec/14	35,656	2,451	30,085	2,069
Total	1,507,175	2,289	466,159	1,983

h. Methodology to calculate the derivatives fair value

- Forward currency contracts are valued by using an interpolation of the market rates of US dollar futures contracts for each reporting date, as disclosed by the Brazilian Futures, Commodities and Securities Exchange (BM&F BOVESPA).

- Swaps are valued by using an interpolation of the market rates of foreign exchange coupons and the future interbank deposit (DI) interest rate for each reporting date, as disclosed by the BM&F BOVESPA.

i. Sensitivity analysis

The table below presents the sensitivity analysis of the financial instruments, including derivatives, disclosing risks that could result in material losses for the Company. It comprises the most probable scenario (scenario I, with a fluctuation of approximately 7,85% for the US dollar, which corresponds to 3 standard deviations in the fluctuation for the three months of the third quarter of the year), according to an evaluation carried out by management, considering a horizon of three months, when the next financial information containing this analysis should be disclosed. In addition, two other scenarios (scenarios II and III) are presented, which contemplate deteriorations of 25% and 50%, respectively, in the exchange rate of the Real against the US dollar.

	Consolidated					
Risk *(In thousands of Reais)*	**Scenario I**		**Scenario II 25% fluctuation**		**Scenario III 50% fluctuation**	
	Appreciation	**Depreciation**	**Appreciation**	**Depreciation**	**Appreciation**	**Depreciation**
US dollar exchange rate	**2,055**	**2,405**	**1,673**	**2,788**	**1,115**	**3,345**
Foreign currency						
Hedge	**(119,508)**	**119,508**	**(380,565)**	**380,565**	**(761,130)**	**761,130**
Forward contracts	(100,913)	100,913	(321,351)	321,351	(642,702)	642,702
Swaps	(18,595)	18,595	(59,214)	59,214	(118,428)	118,428
Hedged transactions	**116,154**	**(116,154)**	**369,883**	**(369,883)**	**739,766**	**(739,766)**
Short-term financings and loans and notes payable subject to exchange variations	116,154	(116,154)	369,883	(369,883)	739,766	(739,766)
Net effect – gain/(loss)	**(3,354)**	**3,354**	**(10,682)**	**10,682**	**(21,364)**	**21,364**
Other liabilities (*)	**66,908**	**(66,908)**	**213,064**	**(213,064)**	**426,127**	**(426,127)**

(*) Other financings, loans and notes payable subject to exchange variation.

The sensitivity analysis presented above considers changes in the US dollar exchange rate, with all variables associated with other risks remaining steadily.

Below are shown the amounts concerning the risk of increase in post-fixed interest rates and monetary variation related the financing and loans, debentures and notes payable until December 2013:

Parent company

Scenarios	Probable Scenario *	Increase of 25%	Increase of 50%
Financing and loans CDI	2,061	2,576	3,091
Debentures CDI	6,686	8,357	10,028
Debentures IPCA	8,609	10,761	12,914
Notes payable CDI	1,115	1,394	1,673
Notes payable IGPM	(6)	(8)	(10)
Financial investments	(7,239)	(9,049)	(10,859)
Net effect – (gain)/ loss	**11,226**	**14,031**	**16,837**

(*) Assumptions Probable Scenario
Increase of CDI of 0.59% Accumulated change of 1.975% of IPCA
Accumulated change of 2.07% of IGPM
No change of TJLP

Consolidated

Scenarios	Probable Scenario *	Increase of 25%	Increase of 50%
Financing and loans CDI	2,061	2,576	3,091
Debentures CDI	6,686	8,357	10,028
Debentures IPCA	8,609	10,761	12,914
Notes payable CDI	1,115	1,394	1,673
Notes payable IGPM	(6)	(8)	(10)
Financial investments	(12,709)	(15,886)	(19,063)
Net effect – (gain)/ loss	**5,756**	**7,194**	**8,633**

(*) Assumptions Probable Scenario
Increase of CDI of 0.59% Accumulated change of 1.975% of IPCA
Accumulated change of 2.07% of IGPM
No change of TJLP

5 Capital management

The Company's objectives when managing capital are to safeguard the Company 's ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company can make adjustments to the amount of dividends paid to stockholders, return capital to stockholders or even issue new shares or sell assets to reduce, for example, debt.

The Company monitors capital on the basis of the leverage ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including "current and non-current financings and loans and notes payable" as shown in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity as shown in the consolidated balance sheet plus net debt.

The net debt to total capital percentage (leverage ratio) at September 30, 2013 and December 31, 2012 are as follows:

	Consolidated	
	September 30, 2013	**December 31, 2012**
Total financing and loans (Note 18)	4,619,378	3,959,950
Total notes payable (Note 22)	345,264	477,703
Less: cash and cash equivalents (Note 9)	(2,171,253)	(1,736,402)
Net debt	2,793,389	2,701,251
Total equity	7,017,182	6,868,366
Total capital	9,810,571	9,569,617
Net debt to total capital - %	28%	28%

6 Fair value estimate

The carrying values of trade receivables, less the provision for impairment, and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Comp any for similar financial instruments (Note 18).

The Company adopted CPC 40/I FRS 7 for financial instruments that are measured at fair value in the balance sheet, which requires disclosure of fair value measurements by level of the following fair value measurement hierarchy :

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as pr ices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Company 's assets and liabilities measured at fair value at September 30, 2013.

	Consolidated			
	Level 1	**Level 2**	**Level 3**	**Total balance**
Assets				
Financial assets at fair value through profit or loss (Note 9)	-	2,158,715	-	2,158,715
Derivative financial instruments	-	49,979	-	49,979
Total assets	-	2,208,694	-	2,208,694
Liabilities				
Financial liabilities at fair value through profit or loss				
Derivative financial instruments	-	34,360	-	34,360
Total liabilities	-	34,360	-	34,360

The following table presents the Company 's assets and liabilities measured at fair value at December 31, 2012.

	Consolidated			
	Level 1	**Level 2**	**Level 3**	**Total balance**
Assets				
Financial assets at fair value through profit or loss (Note 9)	-	1,727,709	-	1,727,709
Derivative financial instruments	-	35,746	-	35,746
Total assets	-	1,763,455	-	1,763,455
Liabilities				
Financial liabilities at fair value through profit or loss				
Derivative financial instruments	-	11,142	-	11,142
Total liabilities	-	11,142	-	11,142

The fair value of financial instruments that is not traded in an active market (for example, over-the - counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity-specific estimates.

7 Financial instruments by category

	Consolidated September 30, 2013		
	Loans and receivables	**Assets at fair value through profit or loss**	**Total**
Assets, as per balance sheet			
Trade receivables (Note 10)	1,183,188	-	1,183,188
Financial assets at fair value through profit or loss (Note 9)	-	2,158,715	2,158,715
Cash and cash equivalents (Note 9)	12,538	-	12,538
Derivative financial instruments	-	49,979	49,979
	1,195,726	2,208,694	3,404,420

	Consolidated September 30, 2013		
	At fair value through profit or loss	**Other financial liabilities**	**Total**
Liabilities, as per balance sheet			
Financing and loans (Note 18)		4,619,378	4,619,378
Trade payables (Note 17)		511,400	511,400
Derivative financial instruments	34,360	-	34,360
	34,360	5,130,778	5,165,138

	Consolidated December 31, 2012		
	Loans and receivables	**Assets at fair value through profit or loss**	**Total**
Assets, as per balance sheet			
Trade receivables (Note 10)	1,209,054	-	1,209,054
Financial assets at fair value through profit or loss (Note 9)	-	1,727,709	1,727,709
Cash and cash equivalents (Note 9)	8,693		8,693
Derivative financial instruments	-	35,746	35,746
	1,217,747	1,763,455	2,981,202

	Consolidated December 31, 2012		
	At fair value through profit or loss	**Other financial liabilities**	**Total**
Liabilities, as per balance sheet			
Financing and loans (Note 18)	-	3,959,928	3,959,928
Trade payables (Note 17)	-	22	22
Derivative financial instruments	-	465,726	465,726
Liabilities, as per balance sheet	11,142	-	11,142
	11,142	4,425,676	4,436,818

Except for the financial assets at fair value through profit or loss (Financial investments - Note 9 and derivative financial instruments - Note 4(g)), the other financial assets and liabilities are recorded in “Loans and receivables” and “Other financial liabilities”, respectively.

8 Credit quality of financial assets

The credit quality of financial assets (cash and cash equivalents) is assessed by reference to historical information about default rates:

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Short-term bank account and bank deposits (*)				
AAA	1,239,804	727,215	2,168,448	1,736,188
A+	2			
BBB+		24	9	24
	1,239,806	727,239	2,168,457	1,736,212

The remaining balance of "Cash and cash equivalents" in the balance sheet is substantially comprised by cash on hand.

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Derivative financial assets				
AAA	23,319	24,604	25,189	24,604
AA	(2,191)	-	(1,999)	-
A+	(8,106)	-	(7,482)	-
AA-	(89)	-	431	-
A	56	-	75	-
NA	(362)	-	(595)	-
	12,627	24,604	15,619	24,604

(*) Source: credit rating agencies Moody's, Standard & Poor's and Fitch, on local scale.

None of the financial assets that are fully performing has been renegotiated in the last period. None of the loans to related parties is past due or impaired.

Trade receivables - The credit analysis area evaluates a customer's credit quality by taking into consideration its financial position, payment history, public information and information from credit analysis entities (Serasa, CISP and Credinfar). Individual risk limits are determined based on ongoing internal monitoring.

A significant part of the Company's sales is made to distributors, large retail networks and supermarkets with a distribution network spread throughout Brazil that mitigates the consolidated credit risk of the Company. Additionally, the credit analysis area utilizes the controls mentioned above for the ongoing monitoring and evaluation of the Company's portfolio. Historically, there is no record of significant losses in the Company's trade receivables. See details on the aging analysis in Note 10.

9 Cash and cash equivalents

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Cash and banks	12,816	10,854	12,538	8,693
Financial investments:				
Repurchase agreements	473,859	188,787	953,723	726,177
CDBs	755,799	527,715	1,204,992	1,001,532
	1,209,658	716,502	2,158,715	1,727,709
	1,242,474	727,356	2,171,253	1,736,402

Repurchase agreements weighted average yield is 101.4% of the Interbank Deposit Certificate (CDI) (101.8% at December 31, 2012). Bank Deposit Certificates (CDB) weighted average yield is 101.6% of the CDI rate (102.2% at December 31, 2012).

10 Trade receivables

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Domestic customers / Foreign customers	1,257,155	1,299,656	1,264,975	1,291,026
Customers - related parties (Note 30(a))	2,174	710		
	1,259,329	1,300,366	1,264,975	1,291,026
Allowance for doubtful accounts	(78,549)	(78,533)	(81,787)	(81,972)
	1,180,780	1,221,833	1,183,188	1,209,054

The fair values of trade receivables approximate to the carrying amounts, as all these amounts are realizable in the short term.

Consolidated trade receivables of R$ 38,940 at September 30, 2013 (R$ 115,093 at December 31, 2012) are past due, but not impaired. These trade receivables refer to a number of independent customers for whom there is no recent history of default. As of September 30, 2013, trade receivables of the parent company of R$ 37,286 (R$ 110,530 at December 31, 2012) are past due but not impaired. These trade receivables were also related to customers for whom there was no history of default. The aging analysis of these trade receivables is as follows:

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Up to 3 months	34,207	98,599	35,861	99,138
Over 3 months	3,079	11,931	3,079	15,955
	37,286	110,530	38,940	115,093

The recording and reversals of the provision for allowance for doubtful accounts have been included in "Selling and marketing expenses" in the statement of income. Amounts charged to the allowance for doubtful accounts are generally written off when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the balance sheet date was the carrying value of each class of receivables mentioned above. The Company pledged certain notes receivable, as mentioned in Note 18 (a).

11 Inventories

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Finished products and goods for resale	221,066	207,332	253,642	198,098
Semi-finished products	11,164	8,010	34,725	27,019
Raw materials	55,206	45,418	317,478	198,594
Maintenance materials and supplies	8,652	8,178	20,828	15,068
	296,088	268,938	626,673	438,779

The inventories balance are presented net of the provision for losses on inventories in the amount of R$106,147 (consolidated) and R$ 76,578 (parent company) as at September 30, 2013 and R$130,031 (consolidated) and R$80,053 (parent company) as at December 31, 2012.

12 Taxes recoverable

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
PIS/COFINS/IPI and others(i)	226,081	168,442	253,459	201,306
ICMS (credit balance and tax substitute system)	168,675	180,364	228,042	218,496
Income Tax (IRPJ) and Social Contribution (CSLL) recoverable	122,806	128,867	130,272	132,097
	517,562	477,673	611,773	551,899
Current	463,583	414,928	532,911	473,897
Non-current	53,979	62,745	78,862	78,002

(i) As at December 31, 2012, the amount of R$ 53,473 (parent company) and R$54,640 (consolidated) related to Income Tax Withheld at Source (IRRF) on financial investments were reclassified to IRPJ and CSLL recoverable, and the amount of R$14,961 (parent company) and R$16,240 (consolidated) related to ICMS were reclassified to ICMS (credit balance and tax substitute system).

13 Discontinued operations

Analysis of the results of the discontinued operations

	Consolidated					
	Nine-months ended September 30, 2013			Nine-months ended September 30, 2012		
	Discontinued operation	Profit (loss) on sale/ impairment	Total discontinued operation	Discontinued operation	Profit (loss) on sale/ impairment	Total discontinued operation
Net sales				173,741		173,741
Cost of products sold				(166,896)		(166,896)
Gross profit				6,845		6,845
(Expenses) / Revenue	2,782		2,782	(19,656)		(19,656)
Result on sale					(702)	(702)
Impairment (i)					(7,696)	(7,696)
Operating profit (loss)	2,782		2,782	(12,811)	(8,398)	(21,209)
Profit (loss) before income tax and social contribution	2,782		2,782	(12,811)	(8,398)	(21,209)
Income tax and social contribution	(946)		(946)	4,355	239	4,594
Profit (loss) for the period	1,836		1,836	(8,456)	(8,159)	(16,615)

(i) Refers to the investment in Serenity (Argentina).

Reconciliation of continuing and discontinued operations

The reconciliation of the statements of income for the continuing and discontinued operations with the consolidated statements of incomes is as follows:

	Consolidated					
	Nine-months ended September 30, 2013			Nine-months ended September 30, 2012		
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
Net sales	3,139,885		3,139,885	2,846,949	173,741	3,020,690
Cost of products sold	(1,107,619)		(1,107,619)	(1,069,041)	(166,896)	(1,235,937)
Gross profit	2,032,266		2,032,266	1,777,908	6,845	1,784,753
(Expenses) / Revenue	(1,397,185)	2,782	(1,394,403)	(1,225,294)	(19,656)	(1,244,950)
Result on sale					(702)	(702)
Impairment					(7,696)	(7,696)
Operating profit (loss)	635,081	2,782	637,863	552,614	(21,209)	531,405
Financial income/ (expenses), net	(376,028)		(376,028)	(342,553)		(342,553)
Profit (loss) before income tax and social contribution	259,053	2,782	261,835	210,061	(21,209)	188,852
Income tax and social contribution	(59,085)	(946)	(60,031)	(114,196)	4,594	(109,602)
Profit (loss) for the period	199,968	1,836	201,804	95,865	(16,615)	79,250

14 Investments in subsidiaries

The investments in subsidiaries and joint-controlled companies are as follows:

Company	Country	Business	Direct investment
Cosmed Indústria de Cosméticos e Medicamentos S.A.	Brazil	Consumer products	100%
My Agência de Propaganda Ltda.	Brazil	Advertising agency	100%
Brainfarma Indústria Química e Farmacêutica S.A.	Brazil	Pharmaceutical	100%
Bionovis S.A.	Brazil	Pharmaceutical	25%
Street Distribuidora de Medicamentos e Cosméticos S.A.	Brazil	Pharmaceutical	100%

Changes in investments

	Brainfarma	Cosmed		My	Bionovis (i)	Braga Holding (ii)	Street (iii)	
	Cost	Cost	Goodwill	Cost	Cost	Cost	Cost	Total
Balance at December 31, 2012	515,056	1,092,726	48,085	(2,887)	1,980	15,223		1,670,183
Payment of capital				8,450			50	8,500
Disposals						(15,223)		(15,223)
Equity in the results of investees	(7,486)	6,663		(2,773)	(1,026)		(22)	(4,644)
Stock options	949	541		17				1,507
Balance at September 30, 2013	508,519	1,099,930	48,085	2,807	954		28	1,660,323

(i) Bionovis S.A. - Companhia Brasileira de Biotecnologia Farmacêutica - Payment of capital on April 2, 2012, related to the investment of 25%. The business ("joint venture") comprises the research, development, production, distribution and sale of biotechnological products.

(ii) Braga Holding S.A. - Established from a partial spin-off. Became a wholly-owned subsidiary of Hypermarcas and was sold on February 5, 2013.

(iii) Street Distribuidora de Medicamentos e Cosméticos S.A. is a wholly-owned subsidiary of Hypermarcas.

The Company's share in the results of its main direct subsidiaries, all of which are unlisted, as well as in the total assets (including goodwill) and liabilities, are as follows:

September 30, 2013	Assets	Liabilities	Revenue	Profit (loss)	Adjusted profit (loss) (*)
Cosmed Indústria de Cosméticos e Medicamentos S.A.	1,530,803	425,993	632,255	4,012	6,663
My Agência de Propaganda Ltda.	3,871	1,064	1,158	(2,773)	(2,773)
Brainfarma Indústria Química e Farmacêutica S.A.	821,654	311,312	368,587	(4,729)	(7,486)
Street Distribuidora de Medicamentos e Cosméticos S.A.	34	7		(22)	(22)

(*) Refers to the profit (loss) for the period, adjusted substantially by the eliminations of profit on inventories.

December 31, 2012	Assets	Liabilities	Revenue	Profit (loss)
Cosmed Indústria de Cosméticos e Medicamentos S.A.	1,476,191	375,934	1,188,604	(55,137)
My Agência de Propaganda Ltda.	2,235	5,121	1,800	(2,816)
Brainfarma Indústria Química e Farmacêutica S.A.	783,234	269,113	486,870	(5,594)
Braga Holding S.A.	17,325	2,101	-	-

(a) Equity in the results of investees

	Adjusted equity at September 30, 2013	Interest %	Equity in the results of continuing operations – September 30, 2013	Investment balance at September 30, 2013	Equity in the results of continuing operations - September 30, 2012	Investment balance at December 31, 2012
Cosmed Indústria de Cosméticos e Medicamentos S.A. (i)	1,099,930	100%	6,663	1,099,930	(89,706)	1,092,726
My Agência de Propaganda Ltda. (ii)	2,807	100%	(2,773)	2,807	(2,063)	(2,887)
IPH&C Indústria de Produtos de Higiene e Cosméticos Ltda. (iii)		100%			250	-
Brainfarma Indústria Química e Farmacêutica S.A. (iv)	508,519	100%	(7,486)	508,519	(10,056)	515,056
Bionovis S.A. (v)	3,817	25%	(1,026)	954	(259)	1,980
Braga Holding S.A.		100%				15,223
Street Distribuidora de Medicamentos e Cosméticos S.A. (vi)	28	100%	(22)	28	-	-
			(4,644)	1,612,238	(101,834)	1,622,098
Goodwill in non-merged companies			-	48,085	-	48,085
			(4,644)	1,660,323	(101,834)	1,670,183

(i) Hypermarcas holds 1,543,063,439 common shares of its subsidiary Cosmed Indústria de Cosméticos e Medicamentos S.A.

(ii) Hypermarcas holds 10,009,999 out of the 10,010,000 quotas of its subsidiary My Agência de Propaganda Ltda.

(iii) The subsidiary IPH&C Indústria de Produtos de Higiene e Cosméticos Ltda. was merged in December 2012 by the subsidiary Cosmed Indústria de Cosmésticos e Medicamentos S.A.

(iv) Hypermarcas holds 174,833,227 common shares of its subsidiary Brainfarma Indústria Química e Farmacêutica S.A.

(v) Hypermarcas holds 2,500,000 common shares of the capital of Bionovis S.A.

(vi) Hypermarcas holds 950,100 common shares of its subsidiary Street Distribuidora de Medicamentos e Cosméticos S.A.

15 Property, plant and equipment

Parent Company

	Land	Buildings and improvements	Machinery, equipment and facilities	Vehicles	Furniture and fittings	Tools, containers and other	Total in operation	Construction in progress	Total property, plant and equipment
At December 31, 2012	72,209	170,762	318,667	6,073	14,560	9,626	591,897	68,471	660,368
Additions		365	11,964	61	2,848	516	15,754	54,678	70,432
Disposals	-	-	(1,218)	(653)	(184)	(6)	(2,061)	-	(2,061)
Transfers (*)	-	6	45,213	(9)	3	161	45,374	(50,142)	(4,768)
Depreciation	-	(6,050)	(16,727)	(1,193)	(1,192)	(1,902)	(27,064)	-	(27,064)
At September 30, 2013	72,209	165,083	357,899	4,279	16,035	8,395	623,900	73,007	696,907
Total cost	72,209	246,050	617,157	11,590	28,374	15,567	990,947	73,007	1,063,954
Accumulated depreciation	-	(80,967)	(259,258)	(7,311)	(12,339)	(7,172)	(367,047)	-	(367,047)
Net book value	72,209	165,083	357,899	4,279	16,035	8,395	623,900	73,007	696,907

Consolidated

	Land	Buildings and improvements	Machinery, equipment and facilities	Vehicles	Furniture and fittings	Tools, containers and other	Leases	Total in operation	Construction in progress	Total property, plant and equipment
At December 31, 2012	83,152	356,965	627,065	7,463	24,537	24,590	1,078	1,124,850	252,121	1,376,971
Additions	8	366	41,509	60	4,165	5,032	-	51,140	124,337	175,477
Disposals	(1,449)	(9,153)	(12,348)	(665)	(223)	(13)	-	(23,851)	(1,667)	(25,518)
Transfers (*)	(1,722)	82,290	169,999	(9)	32	300	(845)	250,045	(255,173)	(5,128)
(Additions)/ Reversals to the provision for impairment	-	51	5,451		474	363	-	6,339	-	6,339
Depreciation	-	(10,403)	(31,441)	(1,391)	(1,920)	(5,327)	-	(50,482)	-	(50,482)
At September 30, 2013	79,989	420,116	800,235	5,458	27,065	24,945	233	1,358,041	119,618	1,477,659
Total cost	79,989	524,016	1,248,,499	14,735	52,136	51,221	233	1,970,829	119,618	2,090,447
Accumulated depreciation	-	(103,900)	(448,264)	(9,277)	(25,071)	(26,276)	-	(612,788)	-	(612,788)
Net book value	79,989	420,116	800,235	5,458	27,065	24,945	233	1,358,041	119,618	1,477,659

(*) Mainly reclassifications of construction in progress.

16 Intangible assets

	Parent Company		Consolidated	
	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Goodwill in non-merged companies				
Cosmed Indústria de Cosméticos e Medicamentos S.A.			48,085	48,085
Goodwill on acquisition of investments in merged companies				
Active Indústria e Comércio de Produtos de Higiene Pessoal e Cosmésticos S.A.			10,992	10,992
IPH&C Indústria de Produtos de Higiene e Cosméticos Ltda.			16,003	16,003
Mantecorp Indústria Química Farmacêutica S.A.	1,798,470	1,798,470	1,798,470	1,798,470
Mabesa do Brasil S.A.	353,146	353,146	353,146	353,146
Luper Indústria Farmacêutica Ltda.	45,917	45,917	45,917	45,917
Sapeka Indústria e Comércio de Fraldas Descartáveis S.A.	413,775	413,775	413,775	413,775
Versoix Participações Ltda.	150,059	150,059	150,059	150,059
York S.A. Indústria e Comércio Ltda.	61,768	57,001	61,768	57,001
Facilit Odontológica e Perfumaria Ltda.	39,011	39,011	39,011	39,011
DPH Distribuidora de produtos de Higiene Ltda.	28,267	28,267	28,267	28,267
Laboratório Neo Química Comércio e Indústria S.A.	965,820	965,820	965,820	965,820
DM Indústria Farmacêutica Ltda.	743,029	743,029	743,029	743,029
Farmasa - Laboratório Americano de Farmacoterapia S.A.	666,808	666,808	666,808	666,808
Pom Pom Produtos Higiênicos Ltda.	269,263	269,263	269,263	269,263
Aprov Comércio de Cosméticos Ltda.	275,535	275,535	275,535	275,535
Inal - Indústria Nacional do Látex S.A.	156,260	156,260	156,260	156,260
Ceil Comércio e Distribuidora Ltda.	148,887	148,887	148,887	148,887
Barrenne Indústria Farmacêutica Ltda.	33,955	33,955	33,955	33,955
Finn Administradora de Marcas Ltda.	17,857	17,857	17,857	17,857
Éh Cosméticos S.A.	15,860	15,860	15,860	15,860
	6,183,687	6,178,920	6,258,767	6,254,000
Rights of use	15,971	17,972	17,835	19,553
Trademarks and patents	584,918	594,028	585,894	595,004
Computer software	5,718	6,911	6,777	7,787
Product development	5,001	4,766	73,981	75,422
	6,795,295	6,802,597	6,943,254	6,951,766

Goodwill represents the excess of the consideration paid over the fair value of the net assets acquired and was mainly based on expected future profitability, supported by appraisal reports prepared by a specialized company, utilizing the cash flow discounted to present value method. The discount rates used in the calculations were determined through the adoption of the Weighted Average Cost of Capital (WACC). For acquisitions carried out as from 2009, portions of the initial goodwill were allocated to certain assets acquired in the transactions (inventories, property, plant and equipment, trademarks, among others).

Changes in the balances

Parent Company

	Rights of use (i)	Trademarks and patents (ii)	Computer software	Product development	Goodwill	Total
At December 31, 2012	17,972	594,028	6,911	4,766	6,178,920	6,802,597
Additions	3,413	-	420	555	-	4,388
Transfers	1	(21)	21	-	4,767	4,768
Amortization	(5,415)	(9,089)	(1,634)	(320)	-	(16,458)
At September 30, 2013	15,971	584,918	5,718	5,001	6,183,687	6,795,295
Total cost	54,416	637,697	25,708	7,165	6,183,687	6,908,673
Accumulated amortization	(38,445)	(52,779)	(19,990)	(2,164)	-	(113,378)
Net book value	15,971	584,918	5,718	5,001	6,183,687	6,795,295

Consolidated

	Rights of use (i)	Trademarks and patents (ii)	Computer software	Product development	Goodwill	Total
At December 31, 2012	19,553	595,004	7,787	75,422	6,254,000	6,951,766
Additions	4,296	-	420	8,129	-	12,845
Disposals	(8)	-	-	-	-	(8)
Transfers	(3)	(21)	385	-	4,767	5,128
(Additions)/ Reversals to the provision for impairment	51	-	-	305	-	356
Amortization	(6,054)	(9,089)	(1,815)	(9,875)	-	(26,833)
At September 30, 2013	17,835	585,894	6,777	73,981	6,258,767	6,943,254
Total cost	64,302	638,697	27,106	123,785	6,258,767	7,112,657
Accumulated amortization	(46,467)	(52,803)	(20,329)	(49,804)	-	(169,403)
Net book value	17,835	585,894	6,777	73,981	6,258,767	6,943,254

(i) Substantially software

(ii) Includes trademarks and patents and right of use of trademarks

Impairment of assets

The Company annually evaluates the recoverable value of its intangible assets with indefinite useful lives, or when there are indications that the amount may not be recovered. These assets are mainly represented by the portion of goodwill based on expected profitability and trademarks arising from business combinations.

17 Trade payables

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Domestic suppliers	69,106	72,599	300,476	292,113
Foreign suppliers	67,210	81,583	210,924	173,613
Suppliers - related parties (Note 30(a))	60,266	110,498		
	196,582	264,680	511,400	465,726

18 Financing and loans

		Parent Company		Consolidated	
	Nominal rate	**September 30, 2013**	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Foreign currency					
Loans in US$ (i)	US$+2.33% to 3.74% p.a.	252,756	232,658	253,697	233,510
Bonds (ii)	US$ + 6.50% p.a.	1,684,747	1,525,390	1,684,747	1,525,390
Local currency					
Financing for ventures in Center-West (FCO) (i)	Fixed rate of 2.5% to 8.50% p.a.	33,092		154,504	70,230
Financing (*)	Fixed rate of 2.50% to 8.70% p.a. and TJLP + 2.91% to 3.00% p.a.	12,074	13,953	26,326	28,248
National Bank for Economic and Social Development (BNDES) (i)	Fixed rate of 3.50% to 4.50% p.a. and TJLP + 1.50% to 3.00% p.a.	22,570	28,642	50,199	66,743
Debentures (i)	IPCA + 3% to 8.43% p.a.; 109.95% and 111.00% of CDI; CDI + 1.85% p.a. and fixed rate of 11.30% p.a.	2,449,905	2,035,829	2,449,905	2,035,829
		4,455,144	3,836,472	4,619,378	3,959,950
Current		951,869	317,727	980,442	346,103
Non-current		3,503,275	3,518,745	3,638,936	3,613,847

(*) Includes Leasing, National Agency for Machinery and Equipment Financing (FINAME) and Fund for Financing of Studies and Projects (FINEP).

(i) Agreements containing covenants restricting the level of indebtedness and interest coverage in relation to certain financial information (EBITDA and net interest expenses), sale, spin-off, combination, merger or any other corporate restructuring which, if applicable, should be previously authorized by the financial agents. If any of these events occur without the approval of the creditors, the outstanding balances will mature immediately. On September 30, 2013 the covenants have been meet.

(ii) The Company issued foreign bonds amounting to US$ 750 million on April 20, 2011. The total finance charges correspond to the internal rate of return of 8% per annum, payable semi-annually and maturing on April 20, 2021. Transaction costs totaled R$ 32,383. The amounts of R$ 117,279 and R$ 1,567,468 of the outstanding debt balance are recorded in current and non-current liabilities, respectively.

The analysis of the transaction costs to be amortized, by year, is as follows:

	September 30, 2013
2014	3,150
2015	3,008
2016	3,258
2017	3,509
2018	3,789
2019	4,093
2020	4,432
2021	2,601
	27,840

Debentures - Breakdown

	Date of issue	**Maturity**	**Form of repayment**	**Type of issue**	**Amount at the issuing date**	**Number of debentures issued**	**Number in the market**	**Unit value**	**Annual financial charges**	**Convertibility**
3rd public issue 2nd series	7/15/2010	7/15/2015	Final	Public	335,601,000	335,601	335,601	1,000	CDI + 1.85%	Not convertible into shares
3rd public issue 3rd series	7/15/2010	7/15/2016	50% - 7/15/2015 50% - 7/15/2016	Public	114,415,000	114,415	114,415	1,000	IPCA + 8.4%	Not convertible into shares
1st private issue 1st series	10/15/2010	10/15/2015	Final	Private	549,998,042	548,725	548,725	1,002,32	IPCA + 3%	Right to subscribe common shares
1st private issue 2nd series	10/15/2010	10/15/2018	In periods of six months as from 4/15/13	Private	549,998,042	548,725	548,725	1,002,32	11.3%	Not convertible into shares
4th public issue 1st series	3/28/2011	3/28/2014	Final	Public	200,000,000	200	200	1,000,000	111.00% DI	Not convertible into shares
4th public issue 2nd series	3/28/2011	4/28/2014	Final	Public	200,000,000	200	200	1,000,000	111.00% DI	Not convertible into shares
5th Public Issue 1st series	08/02/2013	08/02/2018	Final	Public	400,000,000	40,000	40,000	10,000	109.95% + DI	Not convertible into shares

Debentures - Changes

	1st private issue 1st, 2nd series	**3rd public issue 1st, 2nd and 3rd series**	**4th public issue 1st and 2nd series**	**5th public issue 1st serie**	**Total**
At December 31, 2012	1,144,610	460,168	431,051		2,035,829
Principal				400,000	400,000
Expenses to be incurred				(1,423)	(1,423)
Payment of principal	(45,833)	(26,250)			(72,083)
Financial charges	95,378	14,759	48,532	5,906	164,575
Payment of interest	(29,495)	(15,125)	(32,373)		(76,993)
At September 30, 2013	1,164,660	433,552	447,210	404,483	2,449,905
Unamortized transaction costs	1,677	2,038	252	1,388	5,355
Current	662	1,229	252	231	2,374
Non-current	1,015	809		1,157	2,981
	1,677	2,038	252	1,388	5,355

The breakdown of long-term financing, loans and debentures by maturity year (as from the second semester of 2014) is as follows:

	Parent Company	Consolidated
2014	81,252	86,169
2015	1,122,964	1,146,220
2016	146,536	162,696
2017	82,220	95,839
2018	481,063	494,600
2019	4,030	17,152
2020	3,803	16,590
2021	1,571,271	1,583,771
2022	3,653	15,801
2023	3,258	12,164
2024	3,225	7,934
	3,503,275	3,638,936

a. Collateral provided for financing and loans

	Parent Company	Consolidated
	September 30, 2013	September 30, 2013
Trade receivables - pledged in guarantee	26,153	87,922
Letter of guarantee (i)	21,603	26,401
Surety of stockholder and former stockholder	-	23,384
Property, plant and equipment (net) pledged in guarantee	19,874	100,778
	67,630	238,485

(i) Financial investments amounting to R$ 82,232 (R$ 64,510 at December 31, 2012) have also been given as guarantee.

b. Carrying amounts and fair value estimates

The carrying amounts and fair value estimates of financing, loans and debentures are as follows:

		Consolidated carrying amount		Consolidated Fair value	
	Nominal rate	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Foreign currency					
Loans in US$	US$ + 2.33% to 3.74% p.a.	253,697	233,510	253,697	233,510
Bonds	US$ + 6.50% p.a.	1,684,747	1,525,390	1,701,594	1,795,693
Local currency					
Financing for ventures in Center-West (FCO)	Fixed rate of 2.5% to 8.50% p.a.	154,504	70,230	84,781	61,421
Financing (*)	Fixed rate of 2.50% to 8.70% p.a. and TJLP + 2.91% to 3.00% p.a.	26,326	28,248	26,326	28,248
National Bank for Economic and Social Development (BNDES)	Fixed rate of 3.50% to 4.50% p.a. and TJLP + 1.50% to 3.00% p.a.	50,199	66,743	41,995	61,680
Debentures	IPCA + 3% to 8.43% p.a.; 109.95% and 111,00% of CDI; CDI + 1.85% p.a. and fixed rate of 11.30% p.a.	2,449,905	2,035,829	2,146,343	1,990,705
		4,619,378	3,959,950	4,254,736	4,171,257

(*) Includes Leasing, Finame and FINEP

The fair values of certain financing and loans are equal to their carrying amounts, since the impact of the discount to present value is not significant. The fair values are based on the discounted cash flows, using a market rate of CDI of CDI + 2.45% p.a. (CDI + 1,79% p.a. at December 31, 2012).

c. Simple debentures with a share subscription warrant

In connection with the issuance of simple debentures on October 15, 2010, the Company issued 548,725 share subscription warrants at a subscription price of R$ 29,48 per share, to be adjusted at the Amplified Consumer Price Index (IPCA), so that the conversion will always be made for a fixed number of common shares, namely 34 shares for each subscription warrant, totaling a fixed number of 18,656,650 common shares.

The fair value of the liability component, included in non-current financing and loans, was calculated using a market interest rate for an equivalent non-convertible bond. The remaining amount, representing the value of the subscription warrant, is included in equity, within "Carrying value adjustments", in the amount of R$ 50,243, net of income tax and social contribution.

The balance of the first series of the first private issue of simple debentures with floating guarantee, combined with the subscription warrants, recorded in the balance sheet, was comprised as follows at September 30, 2013:

Face value of the convertible debentures	675,092
Expenses to be incurred	(39,592)
Liability component at September 30, 2013	635,500

For the second series, which is not convertible into shares, the amount recorded in liabilities is R$ 529,160.

19 Deferred income tax and social contribution

a. Breakdown of deferred tax assets

The deferred tax assets relate to tax loss carryforwards and temporary differences. These tax assets are recognized to the extent that the realization of the related tax benefit through future taxable profits is probable, based on a study of their utilization against taxable income. Tax losses carryforwards were mainly generated from the tax utilization of goodwill on the acquisition of companies (Note 16).

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Tax assets:				
Tax losses carryforwards	795,173	616,657	826,522	649,353
Exchange rate	171,671	121,106	171,671	121,106
Contingencies	67,021	80,229	70,874	82,456
Goodwill amortization	206,039	242,559	206,039	242,559
Allowance for doubtful accounts and losses	28,067	26,701	29,168	27,870
Provision for losses on inventories	26,036	25,203	37,342	42,195
Other temporary differences	32,074	53,431	61,286	95,505
Total deferred tax assets	1,326,081	1,165,886	1,402,902	1,261,044
(-) Portion of deferred tax assets that can be offset against deferred tax liabilities of the same nature (also available for offset in the calculation of the current tax)	(1,317,265)	(1,093,303)	(1,376,303)	(1,144,211)
Remaining balance of deferred tax assets	8,816	72,583	26,599	116,833

b. Deferred tax liabilities

Deferred income tax and social contribution liabilities mainly relate to temporary difference between the tax basis of goodwill and its carrying amount in the balance sheet, since goodwill continues to be amortized for tax purposes, but is no longer being amortized in the accounting records since January 1, 2009. This temporary difference could result in amounts to be added back in the calculation of taxable income of future years, when the carrying amount of the asset is reduced by impairment or is written off, making it necessary to constitute a deferred tax liability.

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Goodwill	1,159,659	959,848	1,159,659	959,848
Other business combination adjustments	126,396	130,141	182,167	191,853
Adjustment to present value and others	31,210	32,468	63,878	58,731
	1,317,265	1,122,457	1,405,704	1,210,432
(-) Portion of deferred tax liabilities that can be offset against deferred tax assets of the same nature	(1,317,265)	(1,093,303)	(1,376,303)	(1,144,211)
Remaining balance of deferred tax liabilities		29,154	29,401	66,221

c. Reconciliation of the income tax and social contribution expense

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Profit (losses) before income tax and social contribution	236,418	230,226	261,835	188,852
Income tax and social contribution rate - %	34%	34%	34%	34%
Income tax and social contribution at statutory rate	(80,382)	(78,277)	(88,988)	(64,192)
Equity in the results of investees	(1,579)	(34,624)	(349)	(88)
Permanent additions (deductible expenses)	(17,634)	(35,392)	(39,539)	(46,139)
Unrecognized deferred tax assets on temporary differences and tax losses carryforward	(1,926)	(4,769)	(1,926)	(4,389)
Permanent exclusion (non-taxable gains)	41	79	41	79
Tax incentives	66,866	2,382	66,866	5,501
Others		(376)	3,864	(374)
Income tax and social contribution taxes	(34,614)	(150,977)	(60,031)	(109,602)
	(34,614)	(150,977)	(60,031)	(109,602)
Continuing operations				
Current	179,461	148,796	176,369	148,344
Deferred	(213,129)	(304,367)	(235,454)	(262,540)
	(33,668)	(155,571)	(59,085)	(114,196)
Discontinued operations				
Current	(946)	4,594	(946)	4,594
Total	(34,614)	(150,977)	(60,031)	(109,602)
Effective rate	15%	66%	23%	58%

Deferred tax assets are recognized for tax loss carryforwards to the extent that the offset of the related tax benefit through future taxable profits is probable.

20 Taxes payable

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Value-added Tax on Sales and Services (ICMS)	18,988	21,042	25,082	32,375
Excise Tax (IPI)/ Social Integration Program (PIS)/ Social Contribution on Revenues (COFINS)	1,166	1,118	18,344	14,639
Tax Recovery Program (REFIS)	7,732	7,943	10,388	10,601
Other taxes payable	4,189	4,794	6,389	5,443
	32,075	34,897	60,203	63,058

21 Other accounts payables

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Freight payable	22,254	26,067	27,617	28,988
Services rendered	32,323	35,096	47,053	48,375
Commercial agreements and advertising	110,543	134,958	110,666	135,150
Rentals	1,906	2,496	6,963	6,302
Unrealized loss on derivative transactions	31,129	11,142	32,358	11,142
Provision for restructuring			15,798	39,911
Others	14,317	22,363	34,430	28,979
	212,472	232,122	274,885	298,847

22 Notes payable

	Parent Company		Consolidated	
	September 30, 2013	**December 31, 2012**	**September 30, 2013**	**December 31, 2012**
Acquisition of DM Indústria Farmacêutica Ltda.		49,940		49,940
Acquisition of Sapeka Indústria de Fraldas Descartáveis Ltda. (iv)	25,416	31,369	25,416	31,369
Acquisition of Pom Pom Produtos Higiênicos Ltda. (i)	99,765	93,603	99,765	93,603
Acquisition of Mabesa do Brasil S.A. (iii)		64,771		64,771
Acquisition of Ind. Nacional de Artefatos de Látex S.A. (iii)	63,011	55,767	63,011	55,767
Acquisition of Facilit Odontológica e Perfumaria Ltda. (i)	18,725	26,334	18,725	26,334
Acquisition of Luper Indústria Farmacêutica Ltda. (i)	14,983	17,587	14,983	17,587
Acquisition of Bitufo (i)	28,407	26,574	28,407	26,574
Acquisitions of Aprov Comércio de Cosméticos Ltda. / Niasi Ind. de Cosmésticos Ltda. (i)	93,228	87,199	93,228	87,199
Other (i, ii and v)	1,729	12,021	1,729	24,559
	345,264	465,165	345,264	477,703
Current liabilities	216,292	326,447	216,292	338,985
Non-current liabilities	128,972	138,718	128,972	138,718

(*) Adjusted based on the rates used in the financial market, basically the CDI.

(i) The contract for the acquisition of the brands (NY Looks, Bia Blanc, Radical, Aroma & Cor, Day, Dois!, Earth, Um!, Três!, Ski, Sun, and Eco) from Brasil Global Ltda. established an escrow deposit of R$ 12,000 to collateralize possible contingencies of the seller. This amount is invested following the instructions of the creditor and, at September 30, 2013, totaled R$ 2,925, being invested in shares and recorded as a reduction of the related balance of notes payable. Consequently, both the investment and the related portion of the notes payable were stated at the market value of the shares. The remaining balance of the notes payable (net of investments in shares) is adjusted in accordance with the foreign exchange variation. The notes payable is collateralized by a Letter of Guarantee.

(ii) The agreement contains a clause that determines the adjustment of the installments based on the variation of the US dollar exchange rate.

(iii) Installment subject to price adjustment. It is being adjusted by the CDI since 2011.

(iv) Adjusted based on the General Market Price Index (IGP-M).

The rates utilized to calculate the adjustment to present value are disclosed in Note 29.

The long-term amounts mature as follows:

	Consolidated
2014	91,964
2015	30,145
2016	6,863
	128,972

23 Insurance

The Company's policy for insurance cover takes into consideration mainly the concentration of risks and the significance and replacement values of the assets. The main information on the insurance coverage in effect, based on the insurance policies, is as follows:

	Total
Fire, IDT, lightning and explosion of any nature	1,752,917
Maximum indemnity limit	1,751,180
Windstorm/smoke	480,000
Electrical damages	99,000

24 Breakdown of the statement of income accounts

a. Operating income and cost of sales

	Parent Company			
	07/01/2013 to 09/30/2013	**01/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/302012**
Cost of sales	**(460,153)**	**(1,302,392)**	**(424,978)**	**(1,191,922)**
Raw material	(31,044)	(99,736)	(45,043)	(136,171)
Packing material	(3,558)	(8,271)	(3,114)	(9,183)
Processing cost	(28,589)	(96,838)	(36,854)	(118,122)
Depreciation and amortization	(5,785)	(18,295)	(5,851)	(19,343)
Resale	(371,700)	(1,020,477)	(349,761)	(901,367)
Changes in inventories and others	(19,477)	(58,775)	15,645	(7,736)
Selling and Marketing expenses	**(384,910)**	**(1,087,231)**	**(331,026)**	**(975,824)**
Advertising and publicity	(88,791)	(244,802)	(61,132)	(213,122)
Agreements, severance and others	(63,124)	(179,107)	(52,259)	(141,965)
Medical visits, promotions, gifts and samples	(65,155)	(185,580)	(66,129)	(171,066)
Sales force and commercial expenses	(121,325)	(343,156)	(109,099)	(324,854)
Freight and insurance on sales	(36,532)	(107,902)	(33,354)	(98,995)
Allowance for doubtful accounts and losses	(4,965)	(11,683)	(4,680)	(12,391)
Depreciation and amortization	(5,018)	(15,001)	(4,373)	(13,431)
General and administrative expenses	**(42,596)**	**(122,807)**	**(55,872)**	**(158,580)**
Other administrative expenses	(39,635)	(113,573)	(52,021)	(147,182)
Depreciation and amortization	(2,961)	(9,234)	(3,851)	(11,398)

	Consolidated			
	07/01/2013 to 09/30/2013	**01/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/30/2012**
Cost of sales	**(396,580)**	**(1,107,619)**	**(373,783)**	**(1,069,041)**
Raw material	(296,181)	(801,726)	(213,544)	(560,895)
Packing material	(83,694)	(225,007)	(59,241)	(154,922)
Processing cost	(148,583)	(418,160)	(126,646)	(348,652)
Depreciation and amortization	(11,914)	(34,375)	(10,530)	(32,213)
Resale	(1,286)	(3,218)	(451)	(1,746)
Changes in inventories and others	145,078	374,867	36,629	29,387
Selling and Marketing expenses	**(407,132)**	**(1,152,164)**	**(353,812)**	**(1,034,330)**
Advertising and publicity	(88,420)	(243,995)	(60,984)	(212,234)
Agreements, severance and others	(62,688)	(178,443)	(52,241)	(141,926)
Medical visits, promotions, gifts and samples	(65,543)	(186,804)	(66,049)	(171,391)
Sales force and commercial expenses	(136,812)	(389,023)	(124,490)	(366,093)
Freight and insurance on sales	(39,008)	(114,233)	(36,640)	(103,371)
Allowance for doubtful accounts and losses	(5,266)	(11,373)	(4,836)	(12,584)
Depreciation and amortization	(9,395)	(28,293)	(8,572)	(26,731)
General and administrative expenses	**(55,573)**	**(163,670)**	**(62,941)**	**(181,254)**
Other administrative expenses	(52,318)	(153,579)	(58,917)	(169,166)
Depreciation and amortization	(3,255)	(10,091)	(4,024)	(12,088)

b. Finance expenses

	Parent Company			
	07/01/2013 to 30/09/2013	**01/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/30/2012**
Working capital				(5,320)
				(5,320)
Center-West Financing (FCO)			(252)	(347)
FINEP/ Import Financing (FINIMP)	(144)	(450)	(421)	(1,320)
BNDES	(441)	(1,313)	(472)	(1,982)
FINAME – Financing of machineries and equipment	(148)	(485)	(435)	(963)
	(733)	(2,248)	(1,580)	(4,612)
Interest on foreign-currency loans	(35,337)	(101,149)	(26,478)	(91,633)
Interest on notes payable	(6,097)	(16,123)	(8,029)	(22,772)
Monetary restatements on contingencies	(2,101)	(4,074)	11,448	(12,297)
Tax Recovery Program (REFIS)	(1,885)	(5,414)	(1,805)	(5,815)
Debentures	(54,174)	(164,575)	(57,364)	(189,517)
Interest and commissions on letters of guarantee	(1,524)	(3,792)	(1,272)	(6,817)
Bank expenses, discounts granted and others	(2,539)	(4,394)	(1,272)	(5,771)
Exchange variations on loans (net)	(43,858)	(167,953)	(7,529)	(113,498)
Exchange variations on acquisition of companies	(2,352)	(5,967)	(1,564)	(19,302)
Exchange variations on trade payables and receivables (net)	(2,295)	(770)	(1,017)	(3,181)
Others	649	(598)	144	(276)
	(151,513)	(474,809)	(94,738)	(470,879)
Reversals of adjustments to present value	(2,367)	(6,677)	(3,286)	(14,921)
	(154,613)	(483,734)	(99,604)	(495,732)

	Consolidated			
	07/01/2013 to 09/30/2013	**01/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/30/2012**
Working capital				(5,320)
				(5,320)
Center-West Financing (FCO)	(1,413)	(2,225)	(619)	(1,576)
FINEP/ Import Financing (FINIMP)	(166)	(530)	(461)	(1,481)
BNDES	(945)	(2,785)	(1,017)	(4,305)
FINAME - Financing of machineries and equipment	(327)	(984)	(604)	(1,378)
	(2,851)	(6,524)	(2,701)	(8,740)
Interest on foreign-currency loans	(35,337)	(101,149)	(26,478)	(91,633)
Interest on notes payable	(6,231)	(16,693)	(8,380)	(23,694)
Monetary restatements on contingencies	(2,118)	(4,119)	11,439	(12,325)
Tax Recovery Program (REFIS)	(2,010)	(6,588)	(2,148)	(6,517)
Debentures	(54,174)	(164,575)	(57,364)	(189,517)
Interest and commissions on letters of guarantee	(1,629)	(3,897)	(1,272)	(6,817)
Bank expenses, discounts granted and others	(2,695)	(5,068)	(944)	(6,875)
Exchange variations on loans (net)	(43,815)	(167,981)	(7,573)	(113,563)
Exchange variations on acquisition of companies	(2,352)	(5,967)	(1,525)	(19,302)
Exchange variations on trade payables and receivables (net)	(4,310)	(4,079)	(1,140)	(6,447)
Others	560	(923)	(1,036)	(3,358)
	(154,111)	(481,039)	(96,421)	(480,048)
Reversals of adjustments to present value	(2,410)	(6,878)	(3,376)	(15,351)
	(159,372)	(494,441)	(102,498)	(509,459)

c. Finance income

	Parent Company			
	07/01/2013 to 30/09/2013	**01/01/2013 to 09/030/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/30/2012**
Interest receivable	4,875	14,924	4,656	14,054
Income from financial investments and others	20,219	48,315	36,866	144,607
	25,094	63,239	41,522	158,661

	Consolidated			
	07/01/2013 to 09/30/2013	**01/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**01/01/2012 to 09/30/2012**
Interest receivable	4,930	15,116	4,694	14,275
Income from financial investments and others	40,663	103,297	42,917	152,631
	45,593	118,413	47,611	166,906

25 Share capital and reserves

a. Share capital

At September 30, 2013, the Company was authorized to increase share capital up to the limit of R$ 5,500,000, pursuant to a provision in its bylaws and as approved by the Board of Directors and at the Extraordinary General Meeting held on January 24, 2011.

The share capital amounted to R$ 5,269,124 at September 30, 2013 (December 31, 2012 - R$ 5,231,066), represented by 632,100,787 (December 31, 2012 - 627,396,559) common shares.

Capital was increased by R$ 38,058 in May 2013 through the issuance of 4,704,228 shares, with funds obtained from the Stock Option Program.

Capital was increased by R$ 4,049 in 2012 through the issuance of 611,647 shares, with funds obtained from the Stock Option Program.

b. Treasury shares

In 2013, 581,110 shares were sold, totaling R$ 4,201.
In 2012, 97,220 shares were sold, totaling R$ 986.
In 2011, 1,671,200 shares were sold at the cost of R$ 13,5947 per share, totaling R$22,719.

c. Approval of dividends

The Board of Directors approved at the Extraordinary General Meeting held on April 30, 2013, the payment of the additional dividends proposed by Company´s Management, related to the year ended December 31, 2012 in the amount of R$ 102,112. The dividends was paid in May 2013.

26 Segment information

Management has determined the Company's operating segments based on the reports utilized to make strategic decisions reviewed by the Chief Executive Officer (CEO). The CEO analyzes the business also from a business segment perspective. The defined segments are: Pharmaceutical and Consumer products.

The revenue generated by the reported operating segments arises mainly from the manufacture and sale of pharmaceutical, hygiene and beauty products.

The consolidated segment information reviewed by the CEO for the period ended September 30, 2013 and 2012 are as follows:

	Consolidated					
	07/01/2013 to 09/30/2013			01/01/2013 to 09/30/2013		
	Pharmaceutical	Consumer products	Total	Pharmaceutical	Consumer products	Total
Net sales	613,558	498,791	1,112,349	1,758,645	1,381,240	3,139,885
Cost of sales	(146,295)	(250,285)	(396,580)	(412,445)	(695,174)	(1,107,619)
Gross profit	467,263	248,506	715,769	1,346,200	686,066	2,032,266

	Consolidated					
	07/01/2012 to 09/30/2012			01/01/2012 to 09/30/2012		
	Pharmaceutical	Consumer products	Total	Pharmaceutical	Consumer products	Total
Net sales	530,640	462,239	992,879	1,581,568	1,265,381	2,846,949
Cost of sales	(125,556)	(248,227)	(373,783)	(393,742)	(675,299)	(1,069,041)
Gross profit	405,084	214,012	619,096	1,187,826	590,082	1,777,908

The consolidated assets per business segment are as follows:

	September 30, 2013	December 31, 2012
Pharmaceutical	6,252,040	6,143,805
Consumer products	3,866,219	3,705,671
Unallocated (*)	3,180,540	2,807,035
	13,298,799	12,656,511

(*) Mainly cash and cash equivalents, taxes recoverable and others.

27 Revenue

The reconciliation between gross and net revenue is as follows:

	Parent Company			
	07/01/2013 to 09/30/2013	07/01/2013 to 09/30/2013	07/01/2012 to 09/30/2012	07/01/2012 to 09/30/2012
Gross revenue of products and services	1,291,000	3,691,899	1,176,043	3,400,153
Returns	(39,792)	(132,926)	(34,053)	(100,239)
Unconditional discounts	(2,457)	(5,207)	(945)	(20,745)
Promotional discounts	(22,589)	(65,852)	(16,597)	(51,143)
Sales taxes	(95,519)	(300,381)	(122,037)	(349,465)
Net revenue	1,130,643	3,187,533	1,002,411	2,878,561

	Consolidated			
	07/01/2013 to 09/30/2013	**07/01/2013 to 09/30/2013**	**07/01/2012 to 09/30/2012**	**07/01/2012 to 09/30/2012**
Gross revenue of products and services	1,284,292	3,674,316	1,167,586	3,391,341
Returns	(39,054)	(131,289)	(30,797)	(99,928)
Unconditional discounts	(2,457)	(5,207)	(945)	(20,745)
Promotional discounts	(22,589)	(65,852)	(16,597)	(51,143)
Sales taxes	(107,843)	(332,083)	(126,368)	(372,576)
Net revenue	1,112,349	3,139,885	992,879	2,846,949

28 Contingencies

Provisions for contingencies

At September 30, 2013, the Company had the following provisions for contingencies and the corresponding judicial deposits related to contingencies:

	Parent Company							
	September 30, 2013				December 31, 2012			
	Probable losses	**Contingencies assumed in business combinations (a)**	**Judicial deposits**	**Contingencies net of judicial deposits**	**Probable losses**	**Contingencies assumed in business combinations (a)**	**Judicial deposits**	**Contingencies net of judicial deposits**
Labor(ii)	6,786	15,846	(4,330)	18,302	8,005	10,709	(4,631)	14,083
Civil (i)	630	21,081	(13)	21,698	1,002	20,445	(358)	21,089
Tax (iii)	18,710	130,230	(21,827)	127,113	20,983	171,375	(19,026)	173,332
Administrative/other (iv)	1,229	2,608		3,837	1,105	2,345	(2)	3,448
	27,355	169,765	(26,170)	170,950	31,095	204,874	(24,017)	211,952

	Consolidated							
	September 30, 2013				December 31, 2012			
	Probable losses	**Contingencies assumed in business combinations (a)**	**Judicial deposits**	**Contingencies net of judicial deposits**	**Probable losses**	**Contingencies assumed in business combinations (a)**	**Judicial deposits**	**Contingencies net of judicial deposits**
Labor (ii)	9,310	15,846	(4,591)	20,565	8,462	10,709	(4,704)	14,467
Civil (i)	850	21,081	(13)	21,918	1,132	20,445	(358)	21,219
Tax (iii)	27,171	130,230	(29,937)	127,464	26,820	171,375	(24,497)	173,698
Administrative/other (iv)	1,357	2,608		3,965	1,233	2,345	(2)	3,576
	38,688	169,765	(34,541)	173,912	37,647	204,874	(29,561)	212,960

a. Judicial claims under the responsibility of the Company, assumed in business combinations

The significant contingencies can be summarized as follows:

	Labor/Civil/Administrative and others		Tax		
	Probable	**Possible**	**Probable**	**Possible**	**Total**
Mabesa	2,272	49	9,195	16,882	28,398
Mantecorp	21,607	15,607		104,153	141,367
	23,879	15,656	9,195	121,035	169,765

On the acquisition of Mabesa and Mantecorp, the Company assumed some of their contingencies. In addition to the provision for probable losses, the Company also recorded provisions for possible losses, at fair value, as required by CPC 15 - Business Combinations.

The possible and probable losses arising from the business combinations are estimated at R$ 169,765, of which R$ 15,846 refers to labor lawsuits, R$ 21,081 to civil lawsuits, R$ 130,230 to tax lawsuits and R$ 2,608 to administrative, regulatory and other proceedings.

(i) Civil

There are approximately 40 claims, of which 18 resulted from the acquisition of Mabesa and 22 of Mantecorp Indústria Química, in which the likelihood of loss in the business combination is estimated at R$ 21,081.

The Medicine Market Regulation Chamber (CMED) applied a fine in the restated amount of R$ 4,959 against Mantecorp, in view of the alleged irregular increase in the prices of Desalex. This fine has been discussed in court. According to the opinion of external legal counsel, the likelihood of loss is probable.

Lawsuit 2008.34.00.000496-0 discuss the application of a fine of R$ 8,099, by the Brazilian Antitrust Agency (CADE) against Mantecorp, due to the alleged formation of a cartel of pharmaceutical laboratories, in order to prejudice the sale of generic products. According to the opinion of the external lawyers, the likelihood of loss is possible.

(ii) Labor

There are 208 claims, of which 56 resulted from the acquisition of Mabesa, 83 of Mantecorp Logística and 69 of Mantecorp Indústria Química, in which the likelihood of loss in the business combination is estimated at R$ 15,846.

The Company is also a defendant in labor claims filed by service providers of Mabesa (merged into the Company), in which the plaintiffs seek the recognition of an employment relationship and the consequent payment of labor-related remuneration, social charges and other benefits. The Company's estimated possible loss in these processes is R$ 4,133.

(iii) Tax

There are 330 claims, of which 146 resulted from the acquisition of Mabesa, 30 of Mantecorp Logística and 154 of Mantecorp Indústria Química, in which the likelihood of loss in the business combination is estimated at R$ 130,230.

Mantecorp was challenged by the Federal Revenue Secretariat in relation to the offsets made based on a preliminary injunction conceded by decision MS 2000.51.01.004617-1, which discussed the illegality of the inclusion of ICMS in the PIS/COFINS calculation basis. The restated possible loss totals R$ 27,676 and the litigation is at the administrative level, with the amount guaranteed by a Letter of Guarantee.

(iv) Regulatory

There are approximately 59 regulatory processes, resulting from the acquisition of Mantecorp Indústria Química, in which the likelihood of loss in the business combination is estimated at R$ 2,608.

b. Possible contingencies - (Responsibility of the Company and its subsidiaries)

The Company and its subsidiaries are parties to labor, civil, tax and regulatory lawsuits which, because of the current assessment of the outcome, based on the opinion of legal counsel and legal aspects, do not require the recording of provisions, either because they are classified as possible losses, or because of exclusion of responsibility arising from contractual agreements.

	Parent Company		Consolidated	
	September 30, 2013 Possible losses	**December 31, 2012 Possible losses**	**September 30, 2013 Possible losses**	**December 31, 2012 Possible losses**
Labor	51,661	36,877	92,589	62,154
Civil	21,260	11,612	21,700	12,056
Tax	42,237	48,207	42,237	48,430
Administrative/other	2,151	1,938	2,492	2,279
	117,309	98,634	159,018	124,919

The amount of consolidated possible losses, arising from these lawsuits was estimated at R$ 159,018, of which R$ 92,589 refers to labor lawsuits, R$ 21,700 to civil lawsuits, R$ 42,237 to tax lawsuits and R$ 2,492 to administrative, regulatory and other proceedings.

The Company is in litigation with competitors regarding the registration of trademarks with the National Institute of Industrial Property (INPI), with no financial contingency determinable at present.

(i) Civil

The Public Prosecutions Office of the State of Mato Grosso filed a Public Civil Suit against the Company and various other laboratories to require that the pharmaceutical industries start to produce drugs in fractional (small) units, based on Law 5,348/05, which authorizes the sale of such packaged drugs in drugstores. On September 11, 2013, the court decision which judged justified the action to sentence the defendants to manufacture drugs registered at ANVISA, in a batch preparation method allowing future bulk-breaking for drugs authorized to be produced in this manner, was rendered. The Company will file an appeal on the merits of the case. The amount involved cannot be estimated and, according to the opinion of external legal counsel, the likelihood of loss is possible.

The Federal Public Prosecutions Office of the judicial district of Bauru, State of São Paulo, filed a Public Civil Suit against the Company and various other laboratories in order to compel them to sell medicines to the public administration in accordance with the rules of the Medicine Market Regulation Chamber (CMED). The Public Prosecutions Office also required the conviction of the laboratories to the payment of damages for collective pain and suffering in an amount to be determined in court. A decision was handed down by the Federal Regional Court (TRF) to compel the defendants to supply medicines to the public administration, whenever they are requested, at the maximum sale price to the government and the application of the Coefficient of Adequacy of Price (CAP), subject to a daily fine of R$ 50. The Company filed an objection and appealed against the decision of the TRF. The amount involved cannot be estimated and, according to the opinion of external legal counsel, the likelihood of loss is possible.

(ii) Labor

The Company and its subsidiaries are parties to 1,377 labor lawsuits under their responsibility and/or that of vendor partners of companies acquired by, and merged into, the Company, in which the possible loss is estimated at R$ 92,589.

These lawsuits discuss overtime, failure to compensate overtime hours worked, salary differences, indemnities related to occupational diseases and/or work accidents, health hazard or hazardous duty premiums and recognition of an employment relationship, among other issues.

87 out of these labor lawsuits arose from the acquisition of Laboratório Americano de Farmacoterapia S.A. (Farmasa), merged into the Company, with possible likelihood of loss under the Company's responsibility estimated at R$ 6,874, and 152 labor lawsuits arose from the acquisition of Brainfarma Indústria Química e Farmacêutica S.A., Mantecorp Logística Distribuição e Comércio S.A. and Mantecorp Indústria Química e Farmacêutica S.A., with possible likelihood of loss under the Company's responsibility estimated at R$ 19,933. The lawsuits claim, among other issues, indemnities related to occupational diseases and/or accidents, employment relationship and resulting payment of payroll amounts, salary differences, overtime and related effects, as well as temporary job stability.

Brainfarma (succeeding company of Neo Química) appears as a party (as defendant) to the enforcement action filed by the Chemical Industries' Workers Union of Anápolis, in the State of Goiás, Brazil, for the enforcement by means of which the plaintiff union requires, among other matters, compliance with clause established in the collective labor agreement which defines Brainfarma's obligation of setting up within its scope a career and salary plan, in addition to performing the payment of fine established in the collective rule for the alleged non-compliance with the aforementioned obligation. Neo Química's sellers may be partially required to pay the fine charged by the plaintiff union due to a possible sentence enforcing its payment. The estimated possible loss of the Company's responsibility within this proceeding is assessed at R$4,348 and the remote loss is assessed at R$54,205.

The Company appears as an investigated party to a Civil Public Investigation by means of which (i) the Brasília Office of the Regional Labor Attorney-General investigates the amendments to employment contracts of employees transferred from Mantecorp to the Company, (ii) the São José do Rio Preto Office of the Regional Labor Attorney-General verifies the possible existence of the Company's anti-union behavior, (iii) the Rio de Janeiro Office of the Regional Labor Attorney-General investigates the methodology adopted by the Company to establish sales goals related to the sales department, particularly with respect to the Farmasa and DM divisions, (iv) the São Paulo Office of the Regional Labor Attorney-General investigates compliance with the quota of underage apprentices (hired) by the Company. They refer to investigative procedures, amounts of which we are unable to estimate at present.

(iii) Tax

The Company received a tax assessment notice issued by the Santa Catarina State Revenue Department ("SEFAZ/SC/Itajaí plant") due to the appropriation of ICMS credits on the return of products stored in a third-party warehouse and the consequent reversal of ICMS debits in the tax records, at the restated amount of R$ 10,034. The decision is pending analysis at the administrative level.

c. Contingencies of companies acquired - possible and probable losses (responsibility of sellers)

The Company does not have provisions for contingencies, in which the likelihood of loss is classified as probable and possible and which are the responsibilities of the selling partners.

The State of São Paulo filed a Public Civil Suit against the Company for the payment of an indemnity due to the alleged illegal sale of drugs in 2008 by Mantecorp. The amount involved was estimated at R$ 116,024 and, according to the opinion of external legal counsel, the likelihood of loss is possible. The process is in the evidence phase.

A summary of the contingencies with probable and possible losses which are the responsibility of the sellers is presented below:

Company and/or trademarks acquired	Possible	Probable	Total
Aprov	1,925	115	2,040
Bitufo	1,636	147	1,783
Ceil	27,394	1,301	28,695
Cosmed (Niasi) + Pom Pom	10,376	4,855	15,231
DM	11,025	3,743	14,768
Etti	220	633	853
Facilit	1,171	692	1,863
Farmasa	75,712	2,366	78,078
Inal	9,251	26	9,277
Luper	1,644	1,034	2,678
Mabesa	22,980	13,134	36,114
Mantecorp	116,698	-	116,698
Neo Química (Brainfarma)	25,791	9,741	35,532
Ny Looks	1,671	131	1,802
Sapeka	9,430	266	9,696
Sul Química	2,848	1,304	4,152
York	11,164	2,505	13,669
	330,936	41,993	372,929

29 Adjustment to present value

In accordance with the Technical Pronouncement CPC 12 and CVM Resolution 564/08, adjustments to present value were applied to the following main liabilities:

a. Long-term notes payable (Note 22) - Resulting from the acquisition of companies and/or assets, adjusted by foreign exchange variations or the CDI rate, but not bearing fixed interest. Besides the utilization of the applicable adjustment indexes, the initial adjustment was calculated utilizing the average funding rate at the date of acquisition. The corresponding entries for the initial adjustments were recorded as a reduction of the costs of the assets-goodwill, as follows:

Companies	Rates	Present value balance at	
		September 30, 2013	December 31, 2012
NY Looks	7.73% p.a.	-	(394)
Inal	5.00% p.a.	(2,070)	(3,969)
Pom Pom	2.00% p.a.	(1,314)	(2,642)
Luper	2.00% p.a.	(233)	(407)
Sapeka	2.00% p.a.	(640)	(929)
Facilit	2.00% p.a.	(380)	(654)
Niasi/Aprov	2.00% p.a.	(26)	(1,143)
ASR	2.00% p.a.	(6)	(38)
Bitufo	2.00% p.a.	(625)	(972)
Mabesa	2.00% p.a.	-	(113)
Active	2.00% p.a.	-	(62)

b. Payments in installments - The adjustment to present value was calculated by installment, considering the funding rate for the period in which the financing was obtained (rate of 2%).

30 Related-party transactions

a. Transactions and balances

The main assets and liabilities balances as well as the transactions that affected the statement of income, related to operations with related parties, are the result of transactions between the Company and its subsidiaries, which Company´s Management considers were realized under normal market terms and conditions for such types of transactions.

Intercompany loans are adjusted by the Interbank Deposit Certificate (CDI) interest rate plus spread and mature in one year.

In business transactions with related parties, prices are established considering the characteristics and nature of the transactions.

The business transactions related to the purchase and sale of products, raw materials, services rendered and rentals, as well as the financial transactions related to intercompany loans, are presented below:

(i) The rental agreement with TV Serra Dourada Ltda. is adjusted based on the General Price Index - Market (IGPM - FGV) variation and has indefinite mature term.

(ii) The rental agreement with Neo Marcas Indústria Farmacêutica e Alimentos e Participações Ltda. does not contain clauses related to monetary restatement and has indefinite mature term.

(iii) The rental agreement with Brainfarma Indústria Química e Farmacêutica S.A. is adjusted based on the General Price Index - Market (IGPM - FGV) variation and matures as at April 30, 2014.

	September 30, 2013				
	Cosmed Indústria de Cosméticos e Medicamentos S.A.	**My - Agência Propaganda Ltda.**	**Brainfarma Ind. Quim. e Farmacêutica S.A.**	**Neolatina Comércio e Ind. Farmacêutica Ltda.**	**Total**
Balances					
Current receivables	859	-	1,315	-	2,174
Trade receivables	859	-	1,315	-	2,174
Current receivables	-	55	1,343	11	1,409
Loans	-	55	1,343	11	1,409
Non-current receivables	86	-	-	67	153
Loans	86	-	-	67	153
Current liabilities	(35,842)	-	(24,424)		(61,266)
Trade payables	(35,842)	-	(24,424)	-	(60,266)
Current liabilities	(494)	-	-	-	(494)
Loans	(494)	-	-	-	(494)
Non-current liabilities	-	-	(8)	-	(8)
Loans	-	-	(8)	-	(8)

	December 31, 2012						
	Cosmed Indústria de Cosméticos e Medicamentos S.A.	**My - Agência Propaganda Ltda.**	**Neolatina Comércio e Ind. Farmacêutica Ltda.**	**IPH&C Ind. de Produtos de Higiene e Cosm. Ltda.**	**Mantecorp Ind. Química Farmacêutica S.A.**	**Brainfarma Ind. Quim. e Farmacêutica S.A.**	**Total**
Balances							
Current receivables	699	3	-	-	8	-	710
Trade receivables	699	3	-	-	8	-	710
Non-current receivables	1,413	4,299	39	3,223			8,974
Loans	1,413	4,299	39	3,223	-	-	8,974
Current liabilities	(65,057)		-	(140)		(45,301)	(110,498)
Trade payables	(65,057)	-	-	(140)	-	(45,301)	(110,498)
Non-current liabilities	-	-	-	-	-	(414)	(414)
Loans	-	-	-	-	-	(414)	(414)

	September 30, 2013						
	Cosmed Indústria de Cosméticos e Medicamentos S.A.	**My - Agência Propaganda Ltda.**	**TV Serra Dourada Ltda.**	**Neo Marcas Ind. Farm. e Alim. e Participações Ltda.**	**Brainfarma Ind. Quim. e Farmacêutica S.A**	**Neolatina Comércio e Ind. Farmacêutica Ltda.**	**Total**
Transactions	(812,750)	(1,350)	-	-	(415,024)	-	(1,229,124)
Sales of products	9,816	-	-	-	8,862	-	18,678
Purchases of products	(822,566)	(1,350)	-	-	(423,886)	-	(1,247,802)
Other expenses/ revenues	-	(1,350)	(7,918)	(720)	-	-	(9,988)
Advertising	-	(1,350)	(7,501)		-	-	(8,851)
Rentals	-	-	(417)	(720)	-	-	(1,137)
Interest on loans	7	(75)		(2)	18	-	(52)
Finance expenses	-	(75)	-	(2)	-	-	(77)
Finance income	7	-	-	-	18	-	25

	September 30, 2012							
	Cosmed Indústria de Cosméticos e Medicamentos S.A.	**My - Agência Propaganda Ltda.**	**TV Serra Dourada Ltda.**	**Neo Marcas Ind. Farm. e Alim. e Participações Ltda.**	**Neolatina Comércio e Ind. Farmacêutica Ltda.**	**IPH&C Ind. de Produtos de Higiene e Cosm. Ltda.**	**Brainfarma Ind. Quim. e Farmacêutica S.A**	**Total**
Transactions	(843,610)	(1,350)	-	-	-	(25,073)	(327,531)	(1,197,564)
Sales of products								
Purchases of products	(843,610)	(1,350)	-	-	-	(25,073)	(327,531)	(1,197,564)
Other expenses/ revenues	-	(1,200)	(5,329)	720	-		-	(5,809)
Advertising	-	(1,200)	(5,701)	-	-	-	-	(6,901)
Rentals	-		372	720	-	-	-	1,092

b. Key management compensation

Key management personnel include the directors, statutory directors and other key executives. The compensation paid or payable to key management for employee services is shown below:

	September 30, 2013	**September 30, 2012**
Salaries and other short-term key management benefits	43,563	34,477
Directors' fees	687	494
Share-based payments	6,865	3,864
	51,112	38,835

31 Subsequent events

On October 28, 2013, the Board of Directors approved the repurchase offer for debt securities originally issued with return of 6,5% per annum and maturing on April 20,2021(Bonds), in the amount of US$ 300,000,000.00 (three hundred million U.S dollars). The deadline for acceptance of repurchase will be closed on November 25,2013.