

**TOTVS S.A.**  
**PUBLICLY HELD COMPANY**

**Corporate Taxpayer's ID (CNPJ/MF) # 53.113.791/0001-22**  
**Corporate Taxpayer's Registry (NIRE) # 35.300.153.171**

**MINUTES OF THE ANNUAL GENERAL MEETING**  
**HELD ON MARCH 16, 2007**

1. **Date, Time and Place**: Held at first call, at the Company's headquarters, at Avenida Braz Leme, 1.631, Bairro Jardim São Bento, CEP 02511-000, in the city and state of São Paulo, on March 16, 2007 at 9:00 a.m.
2. **Presiding Board**: Chairman: Mr. Rodrigo de Queirós Cabrera Nasser; Secretary: Mr. Rodrigo Figueiredo Nascimento.
3. **Call**: Call notices published in the "Official Gazette of the State of São Paulo", on March 1, 2, and 3, 2007; and in newspaper "Gazeta Mercantil", on March 1, 3, and 5, 2007.
4. **Publications and Readings**: The Company's financial statements were published on February 14, 2007, in the newspapers "Gazeta Mercantil" and "Official Gazette of the State of São Paulo", on pages 117 (30)-3 and B 13, respectively. The reading of the documents referred to in article 133 of Law no. 6,404/76 was waived. There is no fiscal council report, as the said council was not instated.
5. **Attendance**: Shareholders representing approximately forty-five percent (45%) of the Company's capital stock, Mr. José Antônio de Andrade Navarrete, agent of Ernst & Young Auditores Independentes S.S., and the following Officers of the Company: Mr. José Rogério Luiz and Mr. Wilson de Godoy Soares Júnior.
6. **Agenda**: (i) to review the management accounts, discuss and vote the financial statements relative to the fiscal year ended December 31, 2006; (ii) to resolve on the proposed appropriation of the Company's net income recorded in 2006; and (iii) to determine the maximum amount of the global annual compensation of the Company's managers.

7. **Resolutions:** By unanimous vote of the attending members, the following resolutions were taken:

- (i) With the management report and the financial statements, accompanied by the report of Ernst & Young Auditores Independentes S.S. - the independent auditors of the Company – in hand, relative to the fiscal year ended December 31, 2006, the Chairman submitted the documents to the appraisal and discussion of the attending members, recalling the absence of the report provided for in article 163, paragraph 3, of Law no. 6,404/76, in view of the fiscal council not being instated. After deliberation, the shareholders concluded in favor of the accuracy of the management report and of the financial statements, accompanied by the report of the independent auditors, as approved at the Company’s Board of Directors meeting held on February 13, 2007, and published in the “Official Gazette of the State of São Paulo”, on February 14, 2007, and in the newspaper “Gazeta Mercantil” on February 14, 2007, which are filed at the Company’s headquarters, and which effectively recorded the facts and events relative to the activities developed by the Company in 2006.
  
- (ii) The Board of Directors’ proposed apportionment of net income for the year ended December 31, 2006 was approved, as follows:

	<b>(R\$)</b>
<b>NET INCOME FOR THE YEAR</b> .....	11,085,000.00
Apportionment:	
Legal Reserve.....	554,000.00
Dividends .....	10,531,000.00
<b>REALIZATION OF RETAINED PROFIT RESERVE</b> .....	12,031,000.00
<b>TOTAL DIVIDENDS</b> .....	22,562,000.00

The shareholders approved the following apportionment for the net income of the year in the total amount of eleven million, eighty-five thousand reais (R\$11,085,000.00), as approved at the Board of Directors’ meeting held on February 13, 2007; **(i)** the portion equivalent to five percent (5%) of net income, in the amount of five hundred and fifty-four thousand reais (R\$ 554.000,00 shall be

apportioned for the transfer to the legal reserve, pursuant to article 193 of the Brazilian Corporation Law; **(ii)** the remainder of net profit in the amount of ten million, five hundred thirty-one thousand reais (R\$ 10.531.000,00), added to the realization of retained profit reserve in the amount of twelve million thirty-one reais (R\$ 12.031.000,00), shall be distributed as dividends, totaling twenty-two million, five hundred sixty-two thousand reais (R\$ 22.562.000,00), or eight hundred forty-five reais and thirty-nine centavos (R\$ 845,39) per lot of one thousand (1,000) shares of the Company. The said dividends shall be calculated based on the Company's share ownership at the end of March 16, 2007, and, as of March 17, 2007 the Company's shares shall be traded "ex" dividends. The payment of dividends shall be made as of March 28, 2007, without withholding income tax, thus: (i) by means of automatic credit to those shareholders with Individual or Corporate Taxpayer's ID (CPF/CNPJ) number and who have already provided their bank information (Bank/Branch number/Checking account number), as of March 28, 2007; (ii) for the shareholders whose register does not provide Individual or Corporate Taxpayers' ID (CPF/CNPJ) number and/or bank information (Bank/Branch number/Checking account number), the dividends shall be paid as of the third business day from the date of update of information in the electronic files of Banco Itaú S.A., which may be carried out in any of the bank's branches or through regular mail forwarded to Banco Itaú S.A. – Diretoria de Serviços para o Mercado de Capitais, located at Av. Eng. Armando de Arruda Pereira, 707 – 9º andar – Jabaquara – São Paulo/SP – CEP 04344-902; (iii) the shareholders maintaining escrow accounts shall have their dividends paid according to the procedures set forth by the Stock Exchanges.

(iii) The global annual compensation of the Company's managers in the amount of thirteen million reais (R\$ 13.000.000,00) was approved.

8. **Further Explanation:** The Chairman explained that these minutes of the Annual General Meeting shall be drawn up in the summary format, pursuant to article 130, paragraph 1, of Law no. 6,404/76, and published without the signature of the shareholders, pursuant to paragraph 2 of said article.
9. **Approval and Signature of the Minutes:** Nothing else to be discussed, the meeting was adjourned for the drawing up of these minutes, and then these minutes with their respective exhibits were read and approved, and signed by all attending

members. Shareholders: LC-EH Participações e Empreendimentos S.A., pp. Luciano Dequech; SC Fundo Mútuo de Investimento em Empresas Emergentes, pp. Eduardo Boccuzzi; Fator Celpos Calhetas Fundo de Investimento em Ações, pp. Eduardo Boccuzzi; Fundo Fator Sinergia III – Fundo de Investimento em Ações, pp. Eduardo Boccuzzi; Fator Faelba CD Fundo de Investimento em Ações, pp. Eduardo Boccuzzi; Fundo de Investimento Fator Guararapes Ações, pp. Eduardo Boccuzzi; Fundo de Investimento Fator Jaguar Ações, pp. Eduardo Boccuzzi; T. Rowe Price International Funds, T. Rowe Price Latin America Fund, pp. Aleksandro de Souza Popovic; JP Morgan Fleming Funds Latina America Equity Fund, p.p. Aleksandro de Souza Popovic; Fidelity Fatin America Fund, p.p. Aleksandro de Souza Popovic; Public Employee Retirement System of Idaho, p.p. Aleksandro de Souza Popovic; Merrill Lynch Latin America Fund, Inc, p.p. Aleksandro de Souza Popovic; Fidelity Advisor Series VIII: Latin America Fund, p.p. Aleksandro de Souza Popovic; Commonwealth of Pennsylvania Public School Employees' Retirement System, p.p. Aleksandro de Souza Popovic; Central States Southeast and Southwest Areas Pension Fund, p.p. Aleksandro de Souza Popovic; Merrill Lynch International Investment Funds, p.p. Aleksandro de Souza Popovic; William Blair Emerging Markets Growth Fund, p.p. Aleksandro de Souza Popovic; Fidelity Investment Trust Latin America Fund, p.p. Aleksandro de Souza Popovic; José Rogério Luiz; Wilson de Godoy Soares Júnior; Rodrigo de Queirós Cabrera Nasser.

São Paulo, March 16, 2007.

BOARD:

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Rodrigo de Queirós Cabrera Nasser  
Chairman

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Rodrigo Figueiredo Nascimento  
Secretary