

TOTVS S.A.
Corporate Taxpayer's ID (CNPJ/MF) 53.113.791/0001-22
(Publicly-Held Company)

Second Extraordinary Shareholders' Meeting
Call Notice

The Shareholders are hereby summoned on a second call notice to attend the Extraordinary General Meeting of the Company to be held on April 30, 2008 at 9:00 am, at the Company's headquarters located at Avenida Braz Leme, 1.631, 2º andar, in the city and state of São Paulo to resolve on the following agenda: (i) to amend article 3 of the Company's Bylaws to include the following activities in the corporate purpose: (a) technical support in information technology, including assembling, configuration and maintenance of computer programs and databanks; (b) management consulting services; and (c) data handling, hosting, portals, providers and Internet information services; (ii) to amend articles 21 and 24 of the Company's Bylaws to change the number of directors, the designation of current executive boards, exclude executive boards and create new executive boards; (iii) to amend article 30 of the Company's Bylaws in order to change the Company's means of representation; and (iv) to consolidate the Company's Bylaws.

Dissenting shareholders from the resolution approving the amendment to the Company's corporate purpose shall have the right to withdraw from the Company upon refund of their shares, observing the following conditions: (i) amount to be refunded per share: fifteen reais and twenty-six centavos (R\$15.26), corresponding to the book value per share of the Company, as set forth in article 45 of Law 6,404/76; (ii) the term to exercise the right of withdrawal is thirty (30) days as of the date the minutes of the meeting are published; and (iii) the term set forth for the payment of the refund is up to 30 days as of the final date to exercise the right of withdrawal. Dissenting shareholders who wish to exercise their right to withdraw must attend the specialized agencies of Banco Itaú (information on the phone number 55 11 5029-7780), the depositary institution of the Company's shares, with a written and notarized document declaring the exercise of the right to withdraw, mentioning the amount of shares held thereby. Along with the declaration, shareholders must also provide a certified copy of the following documents: (a) individuals: Individual Taxpayer's ID (CPF/MF), Identity Card (RG) and up-to-date proof of address; (b) corporate persons: Corporate Taxpayer's ID (CNPJ/MF), articles of incorporation or bylaws and respective amendments thereto, minutes of the meeting electing the managers, signatories of the declaration, as well as personal documents (Individual Taxpayer's ID (CPF/MF), Identity Card (RG) and up-to-date proof of address). Shareholders of shares under custody of the Brazilian Clearing and Depository Corporation must request the right of withdrawal through their custody agents.

Pursuant to article 10, paragraph 5 of the Company's Bylaws, shareholders shall present, at least, forty-eight (48) hours in advance, in addition to the identity card and/or relevant corporate acts evidencing the legal representation, where applicable: (i) document issued by the depositary institution of book-entry shares no later than five (5) days prior to the General Meeting; (ii) power of attorney containing the grantor's notarized signature; and/or (iii) relatively to shareholders participating in the fungible custody of registered shares, a statement containing the respective shareholding, issued by the proper authority.

São Paulo, April 14, 2008

Laércio José de Lucena Cosentino
Chairman of the Board of Directors