

TOTVS S.A.
Corporate Taxpayer's ID (CNPJ/MF) 53.113.791/0001-22
Corporate Registry ID (NIRE) 35.300.153.171

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 17, 2009

1. - DATE, TIME AND PLACE OF THE MEETING: Held on February 17, 2009, at 9:00 am, at the Company's headquarters, located at Avenida Braz Leme, nº 1631, 2º andar, Jardim São Bento, in the City of São Paulo, State of São Paulo.

2. - ATTENDANCE: All the members of the Board of Directors attended the meeting, who are the following: Laércio José de Lucena Cosentino; Marília Artimonte Rocca; Patrice Philippe Nogueira Baptista Etlín; Pedro Luiz Passos; Miguel Abuhab; and Sérgio Foldes Guimarães.

3. - PRESIDING BOARD: Chairman: Mr. Laércio José de Lucena Cosentino; and Secretary: Mrs. Ingrid Reila Pires Prado.

4. - AGENDA: (a) to examine, discuss and evaluate the Management Report and the Financial Statements jointly with the Independent Auditors' report and the proposal for allocation of the net income related to the fiscal year ended December 31, 2008, to be submitted for approval of the Company's shareholders at the Annual General Meeting; (b) to disclose the Management Report and the Financial Statements jointly with the Independent Auditors' report; (c) to call the Company's Annual General Meeting related to the fiscal year ended December 31, 2008, to be held on March 25, 2009; (d) to take cognizance of the resignation of the following officers of the Company: Mr. Paulo Sérgio Caputo to the position of Market Strategy Vice President; and Mrs. Deborah de Toledo Pacheco Mazerino Sobral to the position of Human Relations Officer; (e) to approve the elections, to the position of Market Strategy Vice President, of Mr. Laércio José de Lucena Cosentino and, to the position of Human Relations Officer, of Mrs. Maria de Fátima Almeida e Albuquerque; and (f) to approve the change in the address of the Company's branch based in Vitória, with Corporate Taxpayer's ID (CNPJ/MF) 53.113.791/0009-80 and Corporate Registry ID (NIRE) 32999017922.

5. - RESOLUTIONS: After a discussion, by unanimous vote of the board members attending the meeting, and with no reservations or restrictions, the following resolutions were taken:

(a) With the Management Report and the Financial Statements jointly with the report of Ernst & Young Auditores Independentes S.S., related to the fiscal year ended December 31, 2008, the Chairman submitted the documents for analysis and discussion of the attendees, registering the absence of the report provided for in Article 163, paragraph 3, of the Brazilian Corporation Law, due to the non-instatement of the Fiscal Council.

After the analysis, the Board of Directors concluded for the accuracy of the Management Report and the Financial Statements, which shall be filed at the Company's headquarters, pointing out that they effectively record the facts and events related to the activities developed by the Company in 2008.

Due to the resolutions above, all the board members approved the submission of the following proposals for 2009 capital budget and for allocation of the net income related to the fiscal year ended December 31, 2008 to be examined by the shareholders at the Annual General Meeting to be held on March 25, 2009:

"Proposal of the Board of Directors:

Dear Shareholders,

The Board of Directors of TOTVS S.A. submits to your examination, at the Annual General Meeting to be held on March 25, 2009, the following proposals for 2009 capital budget and for allocation of the net income related to the fiscal year ended December 31, 2008, in compliance with the effective corporate legislation and the provisions in its Bylaws:

The capital budget amount in the current year is R\$141,414 thousand, with the following sources: (a) R\$23,862 thousand deriving from the Profit Retention Reserve on December 31, 2008; and (b) R\$117,552 thousand deriving from the cash to be generated in the operating activities.

Such funds shall be invested in expansion, assets replacement and information technology projects and in research and development.

The proposal for allocation of the net income is:

| | |
|--------------------------------------------|---------------------------|
| NET INCOME FOR THE YEAR | R\$48,212 thousand |
| <i>Allocations:</i> | |
| <i>Recording of the Legal Reserve</i> | <i>R\$2,411 thousand</i> |
| <i>Profit Retention Reserve</i> | <i>R\$9,677 thousand</i> |
| <i>Distributed Interest on Own Capital</i> | <i>R\$19,500 thousand</i> |
| <i>Proposed Dividends</i> | <i>R\$16,511 thousand</i> |
| <i>Prior Years Adjustment</i> | <i>R\$113 thousand</i> |

From the total net income for the year, in the total amount of R\$48,212 thousand, there were the following allocations: (a) R\$2,411 thousand to the recording of the legal reserve equivalent to five percent (5%) of the net income; (b) R\$9,677 thousand to the profit retention reserve; (c) R\$19,500 thousand to the distribution of interest on own capital to shareholders, carried out on January 15, 2009, as resolved at the Board of Directors' meeting held on December 18, 2008; (d) R\$16,511 thousand to the distribution of dividends, i.e., five hundred thirty reais and one centavo (R\$530.01) per one thousand (1,000) shares, as resolved at the Board of Directors' meeting held on this date. Said dividends shall have as calculation basis the Company's shareholding at the end of March 25, 2009, and as of March 26, 2009, the Company's shares shall be traded "ex" dividends. The dividends shall be paid in up to sixty (60) days as of the date of said General Meeting; and (e) R\$113 thousand to the adjustment made in prior years in view of the adoption of the new Brazilian accounting practices.

This is the proposal we submit to the Shareholders' resolution.

São Paulo, February 17, 2009."

(b) The Board of Directors approved the disclosure of said Management Report and the Financial Statements jointly with the Independent Auditors' Report related to the fiscal year ended December 31, 2008 to the Brazilian Securities and Exchange Commission, to the São Paulo Stock Exchange and to the market, by means of the submission of said documents through the IPE system of the Brazilian Securities and Exchange Commission, their legal publication in the Official Gazette of the State of São Paulo and Gazeta Mercantil newspapers and their insertion on the Company's Investor Relations website (www.totvs.com.br/ri), as well as the submission of said documents for examination of the Company's shareholders at the Annual General Meeting to be held on March 25, 2009.

(c) Pursuant to Article 142, Section IV, of the Brazilian Corporation Law, the call for the Company's Annual General Meeting related to the fiscal year ended December 31, 2008 for March 25, 2009 was approved, for the purpose of: (i) examining the management accounts, examining, discussing and voting on the Company's financial statements; (ii) resolving on the allocation of the net income for the year and distribution of dividends; and (iii) determining the overall compensation of the members of the Board of Directors and the Board of Executive Officers.

(d) It was taken cognizance of the resignations of the following officers of the Company: Mr. Paulo Sérgio Caputo to the position of Market Strategy Vice President; and Mrs. Deborah de Toledo Pacheco Mazerino Sobral to the position of Human Relations Officer, by means of resignation letters recorded on February 16, 2009. In view of the resignations approved herein, the members of the Board of Directors thank said officers for all the services provided to the Company;

(e) Approval of the elections, to the position of Market Strategy Vice President, of Mr. Laércio José de Lucena Cosentino, a Brazilian citizen, married, electrician engineer, resident and domiciled in the City of São Paulo, State of São Paulo, with business address in the same City, at Avenida Braz Leme, nº 1.631, 2º andar, CEP 02511-000, Individual Taxpayer's ID (CPF/MF) 032.737.678-39 and Identity Card (RG) 8.347.779 SSP/SP and, to the position of Human Relations Officer, Mrs. Maria de Fátima Almeida e Albuquerque, a Brazilian citizen, systems analyst, resident and domiciled in the City of São Paulo, State of São Paulo, with business address in the same City, at Avenida Braz Leme, nº 1.631, 2º andar, CEP 02511-000, Individual Taxpayer's ID (CPF/MF) 008.141.397-10 and Identity Card (RG) 801.807 SSP/ES.

The officers elected herein were invested in their positions on this date, pursuant to Article 149 of the Brazilian Corporation Law and shall remain in these positions until the 2010 Annual General Meeting, or until they are dismissed or replaced.

The elected officers declare not to be included in any legal provision that may prevent them from exercising the respective functions.

(f) Approval of the change in the address of the Company's branch based in Vitória, with Corporate Taxpayer's ID (CNPJ/MF) 53.113.791/0009-80, Corporate Registry ID (NIRE) 32999017922, to Rua Carlos Eduardo Monteiro de Lemos, nº 262, sala 204, Jardim da Penha, in the city of Vitória, state of Espírito Santo, CEP 29060-120.

6. - CLOSURE, DRAWING UP AND APPROVAL OF THE MINUTES: There being no further business to discuss, the meeting was adjourned to draw up these minutes which, after being read and found in compliance, were signed by all in attendance.

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

São Paulo, February 17, 2009

Presiding Board:

Laércio José de Lucena Cosentino
Chairman of the Presiding Board

Ingrid Reila Pires Prado
Secretary of the Presiding Board