

**TOTVS S.A.**  
CNPJ/MF 53.113.791/0001-22  
(Publicly Held Company)

**CALL NOTICE**

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

The Shareholders are hereby called to participate in an Extraordinary General Shareholders' Meeting of the Company that will be held on June 10, 2015, at 09:00 a.m., at the head office of the Company, located at Avenida Braz Leme, No. 1.631, 2<sup>nd</sup> floor, in this Capital of the State of São Paulo, in order to deliberate about the election of a new independent Director, pursuant to Article 16, paragraphs 1 and 2, of the Company's Bylaws, with a mandate until the Annual General Shareholders' Meeting of 2016, to replace Mr. Luis Carlos Fernandes Afonso, whose resignation was the subject of the Notice to the Market dated of March 13, 2015.

Pursuant to the terms of article 10, paragraph 5, of the By-Laws of the Company, the shareholders shall submit, at least 48 (forty-eight) hours before the Meeting, in addition to the identity and/or corporate documents evidencing legal representation, as appropriate: (i) statement issued by the depository institution within five (5) days before the date of the General Meeting; (ii) the power of attorney with notarization of the signature of the grantor; and/or (iii) for shareholders participating in the fungible custody of registered shares, the statement containing the respective interest, issued by the competent body.

The shareholder may also vote through the Online Meeting Platform, at the website [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br). For such purpose, the shareholders need to make their registration on this platform. The management of the Company will hold public proxy request, pursuant to CVM Instruction 481/09 for this purpose.

Copies of the documents to be discussed at the Meeting, including those required by CVM Instruction 481/2009, are available for the shareholders, at the head office of the Company, at its Investor Relations website (<http://www.totvs.com/ri>), as well as at the CVM and BM&FBOVESPA websites.

São Paulo, May 4, 2015

Pedro Luiz Barreiros Passos  
Chairman of the Board of Directors