

**TOTVS S.A.**

*A Publicly Held Company*

CNPJ/MF 53.113.791/0001-22

State Registration Number (NIRE) 35.300.153.171

**MANAGEMENT PROPOSAL**

**EXTRAORDINARY GENERAL SHAREHOLDERS MEETING TO BE HELD ON  
JUNE 10, 2015**

Dear Shareholders:

In compliance to the provisions of CVM Instruction no. 481 of December 17, 2009 (“ICVM 481”), we hereby present the proposal of the Management (“Proposal”) of TOTVS S.A. (“Corporation”), in relation to the matters to be deliberated at the Extraordinary General Shareholders’ Meeting (“AGE”) of the Company to be held in June 10, 2015, at 9:00 a.m.

The management of the Company propose the election of Mr. Danilo Ferreira da Silva, Brazilian, engaged, lawyer, domiciled at City of Rio de Janeiro, State of Rio de Janeiro, with office at the same city, at Rua do Ouvidor, No. 98, Centro, ZIP CODE 20040-030, with identity card (RG) No.º 34.605.096-0 SSP/SP and Individual Taxpayers’ Register (CPF/MF) No. 294.854.338-08 as the 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.. Information relating to the candidate indicated, pursuant to Art. CVM Instruction 481/09, are detailed in the Exhibit A to this proposal.

**EXHIBIT A  
INFORMATION ABOUT THE CANDIDATES  
TO THE BOARD OF DIRECTORS**

Pursuant the requirement determined by Section 10 of the CVM Instruction No. 481 of 12/17/2009, the Company provides the following information for the Extraordinary General Shareholders' Meeting to be held in June 10, 2015, at 9 a.m., at the Company's headquarters:

**CANDIDATE TO BE A MEMBER OF THE BOARD OF DIRECTORS APPOINTED BY THE COMPANY'S MANAGEMENT, TO BE SUBMITTED TO REVIEW AND RESOLUTION BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING TO BE HELD IN JUNE 10, 2015, AT 09:00 A.M.**

**ITEMS 12.5 THROUGH 12.10 OF THE REFERENCE FORM**

**12.5. In relation to each managers and members to the Board of Directors of the Company, appoint, in table format:**

<b>a.</b>	<b>Name</b>	Danilo Ferreira da Silva
<b>b.</b>	<b>Date of Birth</b>	09/22/1982
<b>c.</b>	<b>Occupation</b>	Lawyer
<b>d.</b>	<b>Individual Taxpayers' ID (CPF)</b>	294.854.338-08
<b>e.</b>	<b>Elective position to be occupied</b>	Member of the Board of Directors
<b>f.</b>	<b>Estimated date of election</b>	Proposal to be submitted to the shareholders at the Extraordinary General Shareholders' Meeting to be held in June 10, 2015
<b>g.</b>	<b>Estimated date of tenure</b>	If the election is approved, in June 11, 2015
<b>h.</b>	<b>Term of mandate</b>	If the election if approved, until the Annual General Shareholders' Meeting of 2016
<b>i.</b>	<b>Other positions or duties exercised at the Company</b>	Not applicable
<b>j.</b>	<b>If it was elected by the controller or not</b>	No
<b>k.</b>	<b>If it is an independent member and, if so, what was the criteria used by the Company to determine the independence</b>	The criteria used was that of the definition of "Independent Director" of the New Market Regulation.
<b>l.</b>	<b>Number of consecutive mandates</b>	None
<b>m.</b>	<b>Information about:</b>	
	<b>i. main professional experiences during the last 5 years, indicating:</b>	
	<ul style="list-style-type: none"> <li>• name and sector of activity of the company</li> <li>• positions</li> <li>• if the company integrates (i) the Company's economic group or (ii) is controlled by the Company's shareholder holding participation, direct or indirect, equal to or greater than 5 of the same class or kind of securities of the Company</li> </ul>	

Fundação Petrobras de Seguridade Social – PETROS (Pension Fund) – Shareholder with direct participation in the company exceeding 5%

*Financial administrative director - since March 2015*

- Responsible for the areas of Compliance And Internal Controls, Information Technology, Accounting, Financial Execution, Contract Management and Human Resources.

*Advisor to the Presidency - January 2013 to March 2015*

- Statement of internal processes
- Monitoring of implementation of IT projects
- Analysis of contracts
- Investment analysis
- Participation in various working groups on topics related to Supplementary Pension
- Negotiations together with the internal organs and regulations

*Deliberative advisor - November 2011 to March 2015*

- Monitoring and definition of directions of the Executive Board
- Participation in the definition of Investment Policies
- Participation in defining the policies of attracting customers
- Participation of the definitions pertaining to Strategic Planning
- Monitoring of structuring projects of the Foundation

*Investments Committee/COMIN - February 2012 to March 2015*

- Investment analysis presented by the market to the Foundation

Fras-le S.A (auto parts) – not a part of (i) the Company's economic group or (ii) is controlled by the Company's shareholder holding participation, direct or indirect, equal to or greater than 5% of the same class or kind of securities of the Company

*Member of the Board of Directors – since July 2014*

- Various tasks of monitoring, advising and management regarding the assignments of a member of the Board of Directors

**Petrobras S.A. (oil extraction)**

*Technician - November 2003 to December 2012*

- Monitoring the implementation of large industrial projects related to new processing units, catalytic cracking, and refining of Oil/Hydrocarbons.
- Predictive maintenance of equipment by means of vibration analysis, thermography and analysis of hydraulic fluids.
- Planning of activities relating to the maintenance of large rotating machines.
- Monitoring and maintenance in several dynamic equipment such as compressors, electric motors, hydraulic pumps, among others.

**ii. indication of all management positions holding in other companies or organizations of the third sector**

The candidate is a Director at the publicly held company of auto parts Fras-le S.A., since July 2014.

<b>n.</b>	<b>Description of any of the following events that have occurred during the last 5 years:</b>
	<ul style="list-style-type: none"> <li><b>i. any criminal conviction</b></li> <li><b>ii. any conviction in administrative process of the CVM and the penalties applied</b></li> <li><b>iii. any final conviction, in judicial or administrative spheres, which has suspended or disabled for the practice of any professional or trade activity</b></li> </ul> <p>During the last 5 years there were no events related to criminal convictions, convictions in administrative proceedings of the CVM or final convictions which result in the suspension or disqualification to the practice of professional or commercial activity of the appointed candidate.</p>

**12.6. In relation to each of the persons who acted as member of the Board of Directors or Fiscal Council in the last financial year, inform, in table format, the percentage of participation in meetings held by the respective organ at the same period that have occurred after the tenure in Office**

The candidate did not serve as member of the Board of Directors or Fiscal Council in the last financial year.

**12.7. Provide the information referred to in item 12.5 in respect of members of the statutory committees, as well as audit committees, risk, and financial remuneration, although such committees or structures are not statutory**

Until this date, there is no prediction of participation of the candidate for Member of the Board of Directors at the company's committees.

**12.8. In relation to each of the persons who acted as a member of the statutory committees, as well as audit committees, risk, and financial remuneration, although such committees or structures are not statutory, inform, in table format, the percentage of participation in meetings held by the respective organ at the same period that have occurred after the tenure in Office.**

The candidate hasn't worked as a member of the statutory committees, as well as audit committees, risk, and financial remuneration.

**12.9. Inform the existence of marital relationship, stable union or kinship up to the second degree between:**

- a. managers of the Company**
- b. (i) managers of the Company, and (ii) managers of subsidiaries, direct or indirect, of the Company**
- c. (i) managers of the Company or its direct or indirect subsidiaries, and (ii) direct or indirect controllers of the Company**
- d. (i) managers of the Company, and (ii) managers of the direct and indirect controlling company the Company**

There are no marital relations, stable marriages or kinship up to the second degree between the candidate and the individuals listed in items (a) to (d) above.

**12.10. To inform about relationships of subordination, provision of service or control maintained in the last 3 financial years, between the Company and managers:**

**a. controlled company, directly or indirectly, by the Company, with the exception of those in which the Company holds, directly or indirectly, the entire share capital**

**b. direct or indirect controller of the Company**

**c. in case is relevant, supplier, customer, creditor or debtor of Company, its subsidiary or controlling shareholders or subsidiaries of any of these entities**

The candidate is Financial Administrative Officer of Fundação Petrobras de Seguridade Social – PETROS, relevant shareholder of the Company.