

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

**NOTICE TO THE MARKET**

**TOTVS S.A. (BM&FBOVESPA: TOTS3) ("TOTVS")**, Brazilian leader in the development and marketing of integrated business management software and rendering of related services, hereby informs its shareholders and the market in general that has acquired 40% of the capital stock of TOTVS Soluções em Agroindústria S.A. (former PRX Soluções em Gestão Agroindustrial Ltda.) ("TOTVS Agro") and 40% of the capital stock of P2RX Soluções em Software S.A. ("P2RX"), for R\$ 8,833,736.05, in accordance with the Share Purchase and Sale Agreement and Other Covenants, executed in April 18, 2013. TOTVS Agro and P2RX are non-publicly held companies which develop TOTVS' management software solutions and render IT services to the agribusiness sector. TOTVS already held 60% of the corporate capital of TOTVS Agro and P2RX, as communicated in the Material Fact dated of April 19, 2013. With this acquisition, TOTVS becomes owner of 100% of TOTVS Agro and P2RX capital stock.

São Paulo, May 11, 2015

**GILSOMAR MAIA SEBASTIÃO**  
Investor Relations Officer

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