

TOTVS S.A.
National Corporate Taxpayers' Register of the Ministry of Finance (CNPJ/MF)
No. 53.113.791/0001-22
State Registration Number (NIRE) 35.300.153.171

NOTICE TO THE MARKET

São Paulo May 13, 2015

TOTVS S.A. (BM&FBovespa: TOTS3) (“Company”), hereby amends the answer of “OFÍCIO” **1613/2015-SAE/GAE**, received by the Company in May 4, 2015, indicated below and delivered by BM&FBOVESPA, which requires the Company to inform if the Company will reconsider or rectify the acquisition of Virtual Age Soluções em Tecnologia Ltda., according to the Section 137, paragraph 3º, of Corporate Law No. 6404/76, modified by Law No. 10.303/2001.

“May 4, 2015
1613/2015-SAE/GAE

TOTVS S.A.
Mr. Gilsomar Maia Sebastião
Investor Relations Officer

Ref. Dissent Period

Dear Sir,

Considering the deadline of 04/30/2015 for the shareholders to express their dissent regarding the acquisition by the Company of all the shares of Virtual Age Soluções em Tecnologia Ltda., we require the Company to inform, until 05/08/2015, if this Company will reconsider or ratify the mentioned acquisition, as provided in Section 137, paragraph 3º, of Law No. 6.404/76, as amended by Law No. 10.303/2001.

We alert the Company that this request is determined by the Cooperation Agreement, signed by CVM and BM&FBOVESPA in 12/13/2011, and its breach may subject the Company to application of comminatory fines by the of Companies' Relations Supervision – SEP of CVM, respected the provisions of CVM Instruction No. 452/07.

Sincerely,

Ana Lúcia da Costa Pereira

Monitoring of Companies Management

c.c.: CVM - Comissão de Valores Mobiliários

Sr. Fernando Soares Vieira - Superintendent of Relations with Companies

Sr. Waldir de Jesus Nobre - Superintendent of Market Relations and Intermediaries”

The Company hereby amends and informs its shareholders and the market in general that, in view of the deadline of 04/30/2015 for shareholders to express their dissent regarding the acquisition by the Company of all the shares of Virtual Age Soluções em Tecnologia Ltda., and, considering the end of the dissent period with only one manifestation of dissent related to five shares issued by the Company, with a total book value of R\$34.35, which was refunded on this date, the Company hereby informs that the Shareholders’ General Meeting contemplated in Section 137, § 3º of Law No. 6.404/76 shall not be convened.

We remain at your disposal for any clarification you may need.

Sincerely,

TOTVS S.A.

Gilsomar Maia Sebastião

Investor Relations Officer