

**TOTVS S.A.**  
**Publicly-held Company**  
**CNPJ nº 53.113.791/0001-22**

**Notice of Call**

**Extraordinary General Shareholders Meeting**

The shareholders are invited to attend the extraordinary general meeting of TOTVS S.A. ("**Company**") to be held, on first call, on January 21, 2016, at 10 am, at the Company's headquarters, located at Av. Braz Leme, nº 1.631, 2<sup>nd</sup> floor, in the city of São Paulo, State of São Paulo, to discuss and vote the election of Mr. Wolney Edirley Gonçalves Betiol, to the position of effective member of the Company's Board of Directors.

Pursuant to article 10, paragraph 5 of the Company's Bylaws, the Shareholders must submit, at least 48 hours prior to the General Meeting, in addition to the relevant identity document and/or corporate documents that evidences legal representation, as applicable: (i) evidence issued by the financial institution depository of the Company's shares, no later than 5 days before the date of the General Meeting; (ii) the proxy with the authenticated signatures of the grantor; and/or (iii) in relation to the shareholders participating on the fungible custody and settlement of registered shares, the records issued by the competent agency.

The Shareholder will also be allowed to vote through the platform *Assembleias Online*, at the address <http://www.assembleiasonline.com.br>. For such purpose, the Shareholders will need to perform their enrollment with such platform. The Company's management will make the public proxy request, pursuant to CVM Ruling 481/09, for such purpose.

Copies of the documents to be discussed at the General Meeting hereby convened, including those requested by CVM Ruling No. 481/09, are available to the Shareholders at the Company's head offices, at its website of Investor Relations (<http://ri.totvs.com.br>), as well as on the websites of CVM and BM&FBOVESPA – Bolsa de Valores, Mercadorias e Futuros.

São Paulo, December 18, 2015.

PEDRO LUIZ BARREIROS PASSOS  
Chairman of the Board of Directors