

TOTVS S.A.
CNPJ/MF nº 53.113.791/0001-22
NIRE 35.300.153.171

**MANAGEMENT PROPOSAL
EXTRAORDINARY GENERAL MEETING**

December 18, 2015

TOTVS S.A.
CNPJ/MF nº 53.113.791/0001-22
NIRE 35.300.153.171

**Management Proposal for the extraordinary general meeting
convened to January 21, 2016**

To the shareholders,

The management of TOTVS S.A. (“**TOTVS**”) submits to the shareholders its proposal (“**Proposal**”) on the matters to be resolved in the extraordinary general meeting convened, in first call, to January 21, 2016, at 10:00 a.m., at the head office of TOTVS (“**General Meeting**”).

1. Election of a new member of the Board of Directors of TOTVS

In view of the resignation of Mr. **Romero Venancio Rodrigues Filho**, Brazilian citizen, single, mechanical engineer and computer scientist, bearer of the Identity Card RG No. 27.178.343-6 SSP/SP, enrolled with the CPF/MF under No. 274.038.788-17, resident and domiciled in the city of São Paulo, State of São Paulo, with office in the city of São Paulo, State of São Paulo, at Avenida Braz Leme, 1.631, 2nd floor, Zip Code (*CEP*) 02511-000, from the position of effective member of the Board of Directors of TOTVS, acknowledged by the Company’s Board of Directors in the meeting held on November 19, 2015, it is the proposal the election of Mr. **Wolney Edirley Gonçalves Betiol**, Brazilian citizen, electrical engineer, bearer of the Identity Card RG No. 3.314.094-0 SESP/PR, enrolled with the CPF/MF under No. 598.476.979-49, resident and domiciled in the city of Curitiba, State of Paraná, with office in the city of São Paulo, State of São Paulo, at Avenida Braz Leme, 1.631, 2nd floor, Zip Code (*CEP*) 02511-000, to such position, with a term of office to end, jointly with the term of office of the current Directors, on the Annual General Meeting of TOTVS of 2016.

The information required by article 10 of CVM Ruling No. 481/09, are attached hereto as Schedule I.

2. Additional Information and Where to Find Them

The documents provided in the CVM Ruling No. 481, of December 17, 2009, were submitted to CVM on this date, through the *Sistema de Informações Periódicas (IPE)*, in accordance with article 6 of such Ruling, and are available to the shareholders, at the head office of TOTVS, on its Investor Relations website (<http://ri.totvs.com.br>), and on the websites of BM&FBovespa (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br). The documents may be verified and analyzed at the head office of TOTVS, and the shareholders who want to analyze them must schedule a date and time for a visit with the Investor Relations Department.

GILSOMAR MAIA SEBASTIÃO
Executive and Financial Vice-President and Investor Relations Officer

SCHEDULE I
ELECTION OF THE EFFECTIVE MEMBER OF THE BOARD OF DIRECTORS
(pursuant to article 10 of ICVM 481)

12.5 Regarding each of the administrators and members of the audit committee of the issuer, inform in a chart:

Name	Wolney Edirley Gonçalves Betiol
Date of birth	01/28/1965
Profession	Electrical Engineer
CPF/MF	598.476.979-49
Elected position	Member of the Board of Directors
Election Date	Extraordinary General Meeting, to be held on January 21, 2016.
Date of investiture	January 21, 2016
Term of office	Until the Annual Meeting of TOTVS of 2016
Other positions or functions exercised in the issuer	N/A
If was elected by the controlling shareholder	No
If is an independent member and, in case he is, which was the criteria used by the issuer to determine the independence	No
Number of consecutive elections	N/A

Curriculum

Mr. Wolney Edirley Gonçalves Betiol was the co-founder and member of the Board of Directors of Bematech S.A. since 1991. Graduated in Electrical Industrial Engineering, Masters in Industrial Computing by *Universidade Tecnológica Federal do Paraná*, MBA at *Fundação Getúlio Vargas* and specialization in management at IMD and Wharton Business School. He was awarded the commendation of the *Ordem Nacional do Mérito Científico* by the Science and Technology Ministry and the Knowledge Medal by the Industry, Development and Foreign Trade Ministry. Was: (i) President of *Afrac – Associação Brasileira dos Fabricantes e Revendedores de Equipamentos de Automação Comercial*; (ii) President of *Sindicato das Indústrias Eletro-Eletrônicas e Similares do Estado do Paraná*; (iii) Executive Officer of *Abinee – Associação Brasileira da Indústria Eletro-Eletrônica*; (iv) Executive Officer of *ANPEI – Associação Nacional de Pesquisa e Desenvolvimento das Empresas Inovadoras*; (v) Vice-President of *FIEP- Federação das Indústrias do Paraná*; (vi) Director of *Lactec – Instituto de Tecnologia para o Desenvolvimento*; and (vii) member of *Contec - Conselho Superior de Tecnologia e Competitividade da FIESP – Federação das Indústrias de São Paulo*.

Court and administrative convictions

Mr. Wolney Edirley Gonçalves Betiol represented, for all legal purposes that, in the last 5 years, he was not subject to (i) any criminal conviction; (ii) any conviction or application of penalty by administrative proceeding of CVM; (iii) any final conviction, by a court or administrative that suspended or prohibited him to practice any professional or commercial activity.

12.6 – Regarding each individual that acted as a member of the board of directors or of the audit committee in the previous year, inform, in a chart, the percentage of the participation in the meetings held by the respective body in the same period, that were held after the investiture in the position

Not applicable, since Mr. Wolney Edirley Gonçalves Betiol did not acted as a member of the board of directors or of the audit committee in the previous year.

12.7 – Information required by item 12.7 of the reference form:

Not applicable, since it is not the purpose to elect member of the committees.

12.8 – Information required by item 12.8 of the reference form:

Not applicable, since it is not the purpose to elect member of the committees.

12.9 – Information required by item 12.9:

There is no marital or next of kin, until 2nd degree, relation among Mr. Wolney Edirley Gonçalves Betiol and (a) the remaining administrators of the Company; (b) the administrators of the entities, direct or indirectly, controlled by the Company; (c) the direct or indirect controlling shareholders of the Company or of their direct or indirect controlling entities, or (d) the administrators of the entities, direct or indirectly, controlled by the Company.

12.10 – Information required by item 12.10:

There is no subordination, services provider or control relation kept, on the last 3 years, among Mr. Wolney Edirley Gonçalves Betiol and (a) entities, direct or indirect, controlled by the Company (b) direct or indirect controller of the issuer; (c) supplier, client, debtor or creditor of the Company, of its controlled or controlling entities or controlled entities of any of those entities.