

**TOTVS S.A.**  
Publicly-held Company  
CNPJ n° 53.113.791/0001-22  
**Notice to the Market – Public Proxy Request**

The management of TOTVS S.A. (“Company”) (BM&FBOVESPA: TOTS3) hereby informs its Shareholders and the market that it will make a public request of proxy, pursuant to articles 22 et seq. of CVM Ruling No. 481/09, for the vote at the ordinary and extraordinary general meeting of the Company to be held, in first call, on April 26, 2016, at 10 am.

The management of the Company requests proxies so that the Shareholders can assure their participation at the referred Meeting, and allowing the Shareholders, according to their will, to vote favorably, against or to abstain from voting in relation to the items specified on the agenda included in the call notice approved at the Meeting of the Board of Directors held on March 15, 2016.

The call notice includes the following agenda:

- (a) In the Ordinary General Shareholders Meeting: (i) to take the management accounts, to examine, discuss and approve the Company’s financial statements concerning the fiscal year ended on December 31, 2015; (ii) to discuss the proposal for allocation of the net income for the fiscal year and dividends distribution; (iii) to determine the number of members to comprise the Board of Directors; (iv) to elect the Board of Directors members; and (v) to state the annual global compensation for the members of Company’s Board of Directors and Executive Board; and
- (b) In the Extraordinary General Shareholders Meeting: to discuss the ratification, in the terms of paragraph 1, article 256, of Law No. 6404/76, of the acquisition, by the Company, of Neolog Consultoria e Sistemas S.A.’s control.

In case it is of your interest, you will be able to designate (a) **Paulo Roberto Bellentani Brandão, Joyce Costacurta Pacheco and Paula Maria de Olavarria Gotardello** to vote in favor, (b) **Anderson Carlos Koch, Rita de Cassia Serra Negra and Talita Car Vidotto** to vote against and (c) **Christiano Marques de Godoy, Anali Penteadó Buratin and Luciana Pontes de Mendonça Ikeda** to abstain from voting in relation to the items of the agenda.

The Company will also allow the use of electronic proxies by the platform Assembleias Online® <http://www.assembleiasonline.com.br> for voting at this Meeting.

To access the electronic platform, it will be necessary to enroll and to obtain a valid digital certificate, noting that the issuance of the Assembleias Online® digital certificate is totally free for the Shareholder. The instructions for the formalization and delivery of the electronic proxies, as well as for obtaining a valid digital certificate, are available directly at the platform.

The proxy on physical form must be executed with the authenticated signatures, and followed by the Company's shareholders identification (issued by the financial institution depositary of the Company's shares – no later than 5 days before the date of the Meeting –, or in relation to the shareholders participating on the fungible custody and settlement of registered shares, the records issued by the competent agency), and must be sent to the Company's head offices.

The proxies must be received and the electronic platform (Assembleias Online® <http://www.assembleiasonline.com.br>) must be accessed between March 28, 2016 and April 22, 2016.

The public proxy request object of this Notice to the Market is promoted, organized and funded by the management of the Company, with its estimated cost being R\$1,500.00.

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

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

**Investor Relations Contact:**

Douglas Furlan  
Investor Relations  
Phone: +55 (11) 2099-7773/7105  
[ri@totvs.com](mailto:ri@totvs.com)  
[www.totvs.com/ri](http://www.totvs.com/ri)

**SCHEDULE I**  
**PROXY REQUEST**  
**(Schedule 23 of CVM Ruling No. 481)**

1. Inform the company's name.

TOTVS S.A.

2. Inform the items for which the proxy is being requested.

The items included in the agenda of the call notice of the ordinary and extraordinary general meeting to be held on April 26, 2016, at 10 am, as follows:

In the Ordinary General Shareholders Meeting: (i) to take the management accounts, to examine, discuss and approve the Company's financial statements concerning the fiscal year ended on December 31, 2015; (ii) to discuss the proposal for allocation of the net income for the fiscal year and dividends distribution; (iii) to determine the number of members to comprise the Board of Directors; (iv) to elect the Board of Directors members; and (v) to state the annual global compensation for the members of Company's Board of Directors and Executive Board; and

In the Extraordinary General Shareholders Meeting: to discuss the ratification, in the terms of paragraph 1, article 256, of Law No. 6404/76, of the acquisition, by the Company, of Neolog Consultoria e Sistemas S.A.'s control.

3. Identify the individual or legal entities that promoted, organized and funded the proxy request, even if partially, informing: a. Name and address b. Since when he/she/it is a shareholder of the company c. Number and percentage of shares of each nature and class owned by him/her/it d. Number of shares by loan e. Total exposure in derivatives based on shares of the company f. Corporate, business or family relations, current or kept in the last 3 years with the company or with related parties of the company as defined in the accounting rules about this subject.

The request was organized by the management and funded by the Company, whose address is Av. Braz Leme, No. 1.631, 2<sup>nd</sup> floor, Zip Code (CEP) 02511-000, São Paulo – SP. The remaining information requested is not applicable.

4. Inform if any of the persons mentioned in item 3, as well as any of its controlling companies, controlled companies, companies under the same control or affiliates have a special interest in the approval of the matters to which the proxy is being requested, describing in details the nature and extent of such interest.

Not applicable.
5. <u>Inform the estimated cost of the proxy request.</u>
The Company estimates that the cost of this public proxy request is of R\$1,500.00.
6. <u>Inform if (a) the company paid for the proxy request or (b) if the individuals that made such proxy request will seek the refund of the costs by the company.</u>
The Company will pay all costs related to this proxy request.
7. <u>Inform: a. The address to which the proxy shall be sent after its execution; or b. In case the company accepts proxies through a system at the world wide web, the instructions for the granting of the proxies.</u>
<u>a. The address to which the proxies shall be sent after their execution.</u>
The proxies shall be delivered to the following address, to the attention of the Company's Relations with Investors Department.  <i>Av. Braz Leme, No. 1.631, 2<sup>nd</sup> floor, Zip Code (CEP) 02511-000, São Paulo – SP</i>  In case the shareholder is a legal entity, the proxy shall be delivered jointly with its articles of association/bylaws and other corporate documents evidencing the powers of the signatories.  In case the shareholder is an individual, the proxy shall be delivered jointly with a copy of the related personal documents.
<u>b. In case the company accepts proxies through a system at the world wide web, the instructions for the granting of the proxies.</u>
The receipt of electronic proxies shall occur through the <i>Assembleias Online</i> platform, at the address “ <a href="http://www.assembleiasonline.com.br">www.assembleiasonline.com.br</a> ”. For such purpose, it is necessary that the shareholders use their enrollment with this platform.
<u>b.1. Term of Vote in the Platform:</u>
Between March 28, 2016 and April 22, 2016.
<u>b.2. Electronic Address:</u>
<a href="http://www.assembleiasonline.com.br">www.assembleiasonline.com.br</a>
<u>b.3. Information for the access of the Platform:</u>
To be able to vote on the Internet through “Assembleias Online” system, the

shareholder must enroll itself on the address [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br) and freely obtain its digital certificate, following the steps described below:

#### Step 1 – Enrollment

a) Access the address [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br), select “*cadastro e certificado*” and select its applicable profile (e.g. “I do not have a digital certificate yet” (“*Eu ainda não tenho um certificado digital*”), Individual – resident or “I already have a digital certificate” (“*Eu já tenho um certificado digital*”), Individual – resident).

b) Fill in the enrollment and select “*cadastrar*”, confirm the data and subsequently you will have access to the Adhesion Term and if you represent an institution you will also have access to a representation term.\*

\* *If you already have a digital Certificate, it is only necessary to login and digitally sign the “Adhesion Term” (“Termo de Adesão”) to be able to vote in the meetings.*

c) For the validation of you enrollment, the adhesion and/or representation term must be printed, all pages must be initialized, and signed with the notarization of the signature. The shareholder will receive by e-mail the necessary documents to validate its enrollment.

#### Step 2 – Validation of the enrollment and receipt of the digital certificate

a) The shareholder will receive an e-mail from the website “Assembleias Online”, identifying the necessary documents for the validation of the enrollment, including the adhesion term. The sole cost of the shareholder is related to such documents – and once only.

b) Once its documents are validated by the team of “Assembleias Online”, the shareholder will receive a new e-mail with the procedures for the issuance of Assembleias Online’s Digital Certificate.

c) After the issuance of the certificate, the shareholder will be ready to vote at meetings.

#### Step 3 – Vote at the Meeting by the platform

To exercise its voting right through the electronic proxy, access [www.assembleiasonline.com.br](http://www.assembleiasonline.com.br) and login, select the Meeting of TOTVS S.A. vote and digitally sign the proxy. The deadline for the vote with electronic proxy shall be until April 22, 2016. The shareholder will receive a receipt of its vote by e-mail.

**ANEXO II**  
**MODELO DE PROCURAÇÃO**  
(conforme art. 24 da Instrução CVM nº 481,  
de 17 de dezembro de 2009)

Nos termos do Art. 24 da Instrução CVM 481/09, neste Anexo os acionistas poderão encontrar os modelos de procuração propostos pela administração da Companhia para participação e exercício do direito de voto na

**ANNEX II**  
**PROXY DRAFT**  
(According to art. 24 of CVM Instruction  
n.481 of December 17<sup>th</sup>, 2009)

Under the terms of Article 24 of CVM Instruction 481/09, in this Annex the shareholders may find the proxy drafts proposed by the company management to participate and exercise their right to vote in

Assembleia Geral Ordinária e Extraordinária da Companhia. O modelo a ser utilizado por V.Sa. deverá estar adequado ao voto que pretenda proferir com relação às matérias constantes da ordem do dia, conforme segue:

**Anexo II-1 – Voto Favorável:** Caso V.Sa. pretenda votar **a favor** da aprovação das matérias constante da ordem do dia, deverá nomear como seus procuradores Paulo Roberto Bellentani Brandão, brasileiro, solteiro, advogado, inscrito na OAB/SP sob o n.º 273.180, Joyce Costacurta Pacheco, brasileira, solteira, advogada, inscrita na OAB/SP sob o n.º 268.531 e Paula Maria de Olavarria Gotardello, brasileira, casada, advogada, inscrita na OAB/SP sob o n.º 216.647, cujo modelo de procuração encontra-se no Anexo II-1 adiante.

**Anexo II-2 – Voto Contrário:** Caso V.Sa. pretenda votar **contra** a aprovação das matérias constante da ordem do dia, deverá nomear como seus procuradores Anderson Carlos Koch, brasileiro, solteiro, advogado, inscrito na OAB/SP sob o n.º 282.288, Rita de Cassia Serra Negra Moller, brasileira, separada, advogada, inscrita na OAB/SP sob o n.º 147.067 e Talita Car Vidotto, brasileira, solteira, advogada, inscrita na OAB/SP sob o n.º 208.928, cujo modelo de procuração encontra-se no Anexo II-2 adiante.

**Anexo II-3 – Abstenção:** Caso V.Sa. pretenda se **abster** de votar as matérias constantes da ordem do dia, deverá nomear como seus procuradores Christiano Marques de Godoy, brasileiro, solteiro, advogado, inscrito na OAB/SP sob o n.º 154.078, Anali Penteadó Buratin, brasileira, solteira, advogada, inscrita na OAB/SP sob o n.º 196.610 e Nadia Andreza Oliveira, brasileira, casada, inscrita na OAB/SP sob o n.º 266.484, cujo modelo de procuração encontra-se no Anexo II-3 adiante.

A Companhia informa que os procuradores mencionados acima são advogados contratados da Companhia.

the Ordinary and Extraordinary General Shareholders' Meeting. The proxy draft to be used by you shall be adequate to the vote you intend to give with respect to the matters contained in the agenda, as follows:

**Annex II-1 – Favorable Vote:** If you intend to vote for **the approval** of the matters contained in the agenda, you shall appoint as your proxies Paulo Roberto Bellentani Brandão, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 273.180, Joyce Costacurta Pacheco, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 268.531 and Paula Maria de Olavarria Gotardello, Brazilian, married, lawyer, registered before the Bar of the State of Sao Paulo under number 216.647, whose proxy draft is in Annex II-1 below.

**Annex II-2 – Dissenting Vote:** If you intend to vote **against** the matters contained in the agenda, you shall appoint as your proxies Anderson Carlos Koch, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 282.288, Rita de Cassia Serra Negra Moller, Brazilian, divorced, lawyer, registered before the Bar of the State of Sao Paulo under number 147.067 and Talita Car Vidotto, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 208.928, whose proxy draft is in Annex II-2 below.

**Annex II-3 – Abstention:** If you intend to **abstain** from voting the matters contained in the agenda, you shall appoint as your proxies Christiano Marques de Godoy, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 154.078, Anali Penteadó Buratin, Brazilian, single, lawyer, registered before the Bar of the State of Sao Paulo under number 196.610 and Nadia Andreza Oliveira, brasileira, Brazilian, married, lawyer, registered before the Bar of the State of Sao Paulo under number 266.484, whose proxy draft is in Annex II-3 below.

The Company informs you that the proxies above referred are lawyers retained by the Company.

**ANEXO II-1**  
**MODELO DE PROCURAÇÃO – VOTO**  
**FAVORÁVEL**  
(conforme art. 24 da Instrução CVM nº 481,  
de 17 de dezembro de 2009)

**PROCURAÇÃO**

**OUTORGANTE:**

Nome:

---

RG (se pessoa física):

---

CPF ou CNPJ:

---

Endereço:

---

Em se tratando de pessoa jurídica:  
*Representante Legal #1:*

Nome:

---

RG:

---

CPF:

---

Cargo:

---

*Representante Legal #2:*  
Nome:

---

RG:

---

CPF:

---

Cargo:

---

**ANNEX II-1**  
**PROXY DRAFT - FAVORABLE VOTE**  
(According to art. 24 of CVM Instruction 481  
of December 17<sup>th</sup>, 2009)

**PROXY**

**GRANTOR:**

Name:

---

ID (If individual):

---

CPF (*Individual Taxpayer Registry Number*) or  
CNPJ (*Corporate Taxpayer's ID*):

---

Address:

---

In case of legal entity:  
*Legal Representative #1:*

Name:

---

ID:

---

CPF (*Individual Taxpayer Registry Number*):

---

Position:

---

*Legal Representative #2:*  
Name:

---

ID:

---

CPF (*Individual Taxpayer Registry Number*):

---

Position:

---

**OUTORGADOS:**

[•]

O **OUTORGANTE**, pelo presente instrumento particular de mandato, nomeia e constitui os **OUTORGADOS** seus bastantes procuradores, com poderes específicos e especiais para representá-lo na qualidade de acionista da **TOTVS S.A.**, sociedade anônima com sede na Cidade de São Paulo, Estado de São Paulo, na Avenida Braz Leme, n.º 1.631, 2º andar, inscrita no CNPJ/MF sob o n.º 53.113.791/0001-22 (“Companhia”), especialmente na Assembleia Geral Ordinária e Extraordinária a ser realizada, em primeira convocação, no dia 26 de abril de 2016, às 10h00, ou em segunda ou terceira convocação, em datas oportunamente designadas, e votar **FAVORAVELMENTE** à aprovação das seguintes matérias constantes da ordem do dia da Assembleia Geral Ordinária e Extraordinária:

**GRANTEES:**

[•]

The **GRANTOR**, by this proxy, appoints and constitutes the **GRANTEES** as their attorneys-in-fact, with special and specific powers to represent him as a shareholder of **TOTVS S.A.**, with headquarters in the City of São Paulo, State of São Paulo, at Avenida Braz Leme, No. 1.631, 2<sup>nd</sup> floor, registered with the corporate roll of taxpayers CNPJ/MF under n.º 53.113.791/0001-22 (“Company”), especially in the Ordinary and Extraordinary General Shareholders’ Meeting to be held, in first call, on April 26, 2016, at 10am, or in second or third calls on dates to the informed in due course, and vote **FAVORABLY** to the approval of the following items of the agenda of the Ordinary and Extraordinary General Shareholders’ Meeting:



<b>Matéria</b>	<b>Voto a Favor</b>
<b>Assembleia Geral Ordinária</b>	
(i) tomar as contas dos administradores, examinar, discutir e votar as demonstrações financeiras da Companhia referentes ao exercício social findo em 31 de dezembro de 2015;	
(ii) deliberar sobre a proposta de destinação do lucro líquido do exercício e distribuição de dividendos;	
(iii) determinar o número de membros a compor o Conselho de Administração da Companhia;	
(iv) eleição dos membros do Conselho de Administração; e	
(v) fixar a remuneração global anual dos membros do Conselho de Administração e da Diretoria;	
<b>Assembleia Geral Extraordinária</b>	
(vi) deliberar sobre a ratificação, nos termos do §1º do artigo 256 da Lei nº 6.406/76, da aquisição, pela Companhia, do controle da Neolog Consultoria e Sistemas S.A.	

podendo para tanto os Outorgados assinarem, individualmente ou em conjunto, em nome e lugar do Outorgante, todo e qualquer documento que se fizer necessário em relação

<b>Matter</b>	<b>Approval Vote</b>
<b>Ordinary Shareholders Meeting</b>	
(i) to appreciate the managers accounts, review, discuss and vote the financial statements of the Company regarding the fiscal year ended on December 31, 2015;	
(ii) to deliberate on the allocation of the net income for the fiscal year and distribution of dividends; and	
(iii) to determine the number of members to comprise the Board of Directors;	
(iv) to elect the Board of Directors members; and	
(v) to establish the total compensation of the members of the Board of Directors and Executive Board; and	
<b>Extraordinary Shareholders Meeting</b>	
(vi) to discuss the ratification, in the terms of paragraph 1, article 256, of Law No. 6404/76, of the acquisition, by the Company, of Neolog Consultoria e Sistemas S.A.'s control.	

with power to the Grantees to sign, individually or jointly, in name and place of the Grantor, any necessary document regarding the Ordinary and Extraordinary General Shareholders' Meeting, including, for example,

à referida Assembleia Geral Extraordinária, incluindo, exemplificativamente, o livro de presença de acionistas e a respectiva ata no Livro de Atas de Assembleias Gerais da Companhia; podendo ainda, a seu critério, substabelecer total ou parcialmente os poderes outorgados neste instrumento de procuração, mediante as condições que julgar convenientes.

[●] de [●] de 2015

---

Assinatura(s)

the shareholder attendance book and the respective minutes in the Book of Minutes of General Meetings of the Company; also with power to, at his discretion, delegate all or part of the powers hereby granted, under the conditions that he shall deem proper.

[●], 2015

---

Signature(s)

**ANEXO II-2**  
**MODELO DE PROCURAÇÃO – VOTO**  
**CONTRÁRIO**  
(conforme art. 24 da Instrução CVM nº 481,  
de 17 de dezembro de 2009)

**PROCURAÇÃO**

**OUTORGANTE:**

Nome:

---

RG (se pessoa física):

---

CPF ou CNPJ:

---

Endereço:

---

Em se tratando de pessoa jurídica:  
*Representante Legal #1:*

Nome:

---

RG:

---

CPF:

---

Cargo:

---

*Representante Legal #2:*  
Nome:

---

RG:

---

CPF:

---

Cargo:

---

**ANNEX II-2**  
**PROXY DRAFT - DISSENTING VOTE**  
(According to art. 24 of CVM Instruction 481  
of December 17<sup>th</sup>, 2009)

**PROXY**

**GRANTOR:**

Name:

---

ID (If individual):

---

CPF (*Individual Taxpayer Registry Number*) or  
CNPJ (*Corporate Taxpayer's ID*):

---

Address:

---

In case of legal entity:  
*Legal Representative #1:*

Name:

---

ID:

---

CPF (*Individual Taxpayer Registry Number*):

---

Position:

---

*Legal Representative #2:*  
Name:

---

ID:

---

CPF (*Individual Taxpayer Registry Number*):

---

Position:

---

## OUTORGADOS:

[•]

O Outorgante, pelo presente instrumento particular de mandato, nomeia e constitui os Outorgados seus bastantes procuradores, com poderes específicos e especiais para representá-lo na qualidade de acionista da TOTVS S.A., sociedade anônima com sede na Cidade de São Paulo, Estado de São Paulo, na Avenida Braz Leme, n.º 1.631, 2º andar, inscrita no CNPJ/MF sob o n.º 53.113.791/0001-22 (“Companhia”), especialmente na Assembleia Geral Ordinária e Extraordinária a ser realizada, em primeira convocação, no dia 26 de abril de 2016, às 10h00, ou em segunda ou terceira convocação, em datas oportunamente designadas, e votar **CONTRARIAMENTE** à aprovação das seguintes matérias constantes da ordem do dia da Assembleia Geral Ordinária e Extraordinária:

## GRANTEES:

[•]

The Grantor, by this proxy, appoints and constitutes the Grantees as their attorneys-in-fact, with special and specific powers to represent him as a shareholder of TOTVS S.A., with headquarters in the City of São Paulo, State of São Paulo, at Avenida Braz Leme, No. 1.631, 2<sup>nd</sup> floor, registered with the corporate roll of taxpayers CNPJ/MF under n.º 53.113.791/0001-22 (“Company”), especially in the Ordinary and Extraordinary General Shareholders’ Meeting to be held, in first call, on April 26, 2015, at 10am, or in second or third calls on dates to be informed in due course, and vote **AGAINST** to the approval of the following items of the agenda of the Ordinary and Extraordinary Shareholders’ Meeting:

<b>Matéria</b>	<b>Voto Contra</b>
<b>Assembleia Geral Ordinária</b>	
(i) tomar as contas dos administradores, examinar, discutir e votar as demonstrações financeiras da Companhia referentes ao exercício social findo em 31 de dezembro de 2014;	
(ii) deliberar sobre a proposta de destinação do lucro líquido do exercício e distribuição de dividendos;	
(iii) determinar o número de membros a compor o Conselho de Administração da Companhia;	
(iv) eleição dos membros do Conselho de Administração; e	
(v) fixar a remuneração global anual dos membros do Conselho de Administração e da Diretoria.	
<b>Assembleia Geral Extraordinária</b>	
(vi) deliberar sobre a ratificação, nos termos do §1º do artigo 256 da Lei nº 6.406/76, da aquisição, pela Companhia, do controle da Neolog Consultoria e Sistemas S.A.	

<b>Matter</b>	<b>Against Vote</b>
<b>Ordinary Shareholders Meeting</b>	
(i) to appreciate the managers accounts, review, discuss and vote the financial statements of the Company regarding the fiscal year ended on December 31, 2014;	
(ii) to deliberate on the allocation of the net income for the fiscal year and distribution of dividends; and	
(iii) to determine the number of members to comprise the Board of Directors;	
(iv) to elect the Board of Directors members; and	
(v) to state the annual global compensation for the members of Company's Board of Directors and Executive Board.	
<b>Extraordinary Shareholders Meeting</b>	
(vi) to discuss the ratification, in the terms of paragraph 1, article 256, of Law No. 6404/76, of the acquisition, by the Company, of Neolog Consultoria e Sistemas S.A.'s control.	

podendo para tanto os Outorgados assinarem, individualmente ou em conjunto, em nome e lugar do Outorgante, todo e qualquer documento que se fizer necessário em relação à referida Assembleia Geral Extraordinária, incluindo, exemplificativamente, o livro de presença de acionistas e a respectiva ata no Livro de Atas de Assembleias Gerais da

with power to the Grantees to sign, individually or jointly, in name and place of the Grantor, any necessary document regarding the Ordinary and Extraordinary General Shareholders' Meeting, including, for example, the shareholder attendance book and the respective minutes in the Book of Minutes of General Meetings of the Company; also with

Companhia; podendo ainda, a seu critério, substabelecer total ou parcialmente os poderes outorgados neste instrumento de procuração, mediante as condições que julgar convenientes.

[●] de [●] de 2015

---

Assinatura(s)

power to, at his discretion, delegate all or part of the powers hereby granted, under the conditions that he shall deem proper.

[●], 2015

---

Signature(s)

**ANEXO II-3  
MODELO DE PROCURAÇÃO –  
ABSTENÇÃO**

(conforme art. 24 da Instrução CVM nº 481,  
de 17 de dezembro de 2009)

**PROCURAÇÃO**

**OUTORGANTE:**

Nome:

\_\_\_\_\_

RG (se pessoa física):

\_\_\_\_\_

CPF ou CNPJ:

\_\_\_\_\_

Endereço:

\_\_\_\_\_

Em se tratando de pessoa jurídica:  
*Representante Legal #1:*

Nome:

\_\_\_\_\_

RG:

\_\_\_\_\_

CPF:

\_\_\_\_\_

Cargo:

\_\_\_\_\_

*Representante Legal #2:*  
Nome:

\_\_\_\_\_

RG:

\_\_\_\_\_

CPF:

\_\_\_\_\_

Cargo:

\_\_\_\_\_

**ANNEX II-3  
PROXY DRAFT - ABSSTENTION**

(According to art. 24 of CVM Instruction 481  
of December 17<sup>th</sup>, 2009)

**PROXY**

**GRANTOR:**

Name:

\_\_\_\_\_

ID (If individual):

\_\_\_\_\_

CPF (*Individual Taxpayer Registry Number*) or  
CNPJ (*Corporate Taxpayer's ID*):

\_\_\_\_\_

Address:

\_\_\_\_\_

In case of legal entity:  
*Legal Representative #1:*

Name:

\_\_\_\_\_

ID:

\_\_\_\_\_

CPF (*Individual Taxpayer Registry Number*):

\_\_\_\_\_

Position:

\_\_\_\_\_

*Legal Representative #2:*  
Name:

\_\_\_\_\_

ID:

\_\_\_\_\_

CPF (*Individual Taxpayer Registry Number*):

\_\_\_\_\_

Position:

\_\_\_\_\_

## OUTORGADOS:

[•]

O Outorgante, pelo presente instrumento particular de mandato, nomeia e constitui os Outorgados seus bastantes procuradores, com poderes específicos e especiais para representá-lo na qualidade de acionista da TOTVS S.A., sociedade anônima com sede na Cidade de São Paulo, Estado de São Paulo, na Avenida Braz Leme, n.º 1.631, 2º andar, inscrita no CNPJ/MF sob o n.º 53.113.791/0001-22 (“Companhia”), especialmente na Assembleia Geral Ordinária e Extraordinária a ser realizada, em primeira convocação, no dia 30 de março de 2015, às 9h00, ou em segunda ou terceira convocação, em datas oportunamente designadas, e se **ABSTER** de votar as seguintes matérias constantes da ordem do dia da Assembleia Geral Ordinária e Extraordinária:

## GRANTEES:

[•]

The Grantor, by this proxy, appoints and constitutes the Grantees as their attorneys-in-fact, with special and specific powers to represent him as a shareholder of TOTVS S.A., with headquarters in the City of São Paulo, State of São Paulo, at Avenida Braz Leme, No. 1.631, 2<sup>nd</sup> floor, registered with the corporate roll of taxpayers CNPJ/MF under n.º 53.113.791/0001-22 (“Company”), especially in the Ordinary and Extraordinary General Shareholders’ Meeting to be held, in first call, on March 30, 2015, at 9am, or in second or third calls on dates to be informed in due course, and **ABSTAIN** from voting on the approval of the following items of the agenda of the Ordinary and Extraordinary General Shareholders’ Meeting:



<b>Matéria</b>	<b>Abstenção de Voto</b>
<b>Assembleia Geral Ordinária</b>	
(i) tomar as contas dos administradores, examinar, discutir e votar as demonstrações financeiras da Companhia referentes ao exercício social findo em 31 de dezembro de 2014;	
(ii) deliberar sobre a proposta de destinação do lucro líquido do exercício e distribuição de dividendos;	
(iii) determinar o número de membros a compor o Conselho de Administração da Companhia;	
(iv) eleição dos membros do Conselho de Administração; e	
(v) fixar a remuneração global anual dos membros do Conselho de Administração e da Diretoria.	
<b>Assembleia Geral Extraordinária</b>	
(vi) deliberar sobre a ratificação, nos termos do §1º do artigo 256 da Lei nº 6.406/76, da aquisição, pela Companhia, do controle da Neolog Consultoria e Sistemas S.A.	

podendo para tanto os Outorgados assinarem, individualmente ou em conjunto, em nome e lugar do Outorgante, todo e qualquer documento que se fizer necessário em relação à referida Assembleia Geral Extraordinária, incluindo, exemplificativamente, o livro de presença de acionistas e a respectiva ata no Livro de Atas de Assembleias Gerais da Companhia; podendo ainda, a seu critério, substabelecer total ou parcialmente os poderes outorgados neste instrumento de procuração, mediante as condições que julgar convenientes.

<b>Matter</b>	<b>Abstain from voting</b>
<b>Ordinary Shareholders Meeting</b>	
(i) to appreciate the managers accounts, review, discuss and vote the financial statements of the Company regarding the fiscal year ended on December 31, 2014;	
(ii) to deliberate on the allocation of the net income for the fiscal year and distribution of dividends; and	
(iii) to determine the number of members to comprise the Board of Directors;	
(iv) to elect the Board of Directors members; and	
(v) to state the annual global compensation for the members of Company's Board of Directors and Executive Board	
<b>Extraordinary Shareholders Meeting</b>	
(vi) to discuss the ratification, in the terms of paragraph 1, article 256, of Law No. 6404/76, of the acquisition, by the Company, of Neolog Consultoria e Sistemas S.A.'s control.	

with power to the Grantees to sign, individually or jointly, in name and place of the Grantor, any necessary document regarding the Ordinary and Extraordinary General Shareholders' Meeting, including, for example, the shareholder attendance book and the respective minutes in the Book of Minutes of General Meetings of the Company; also with power to, at his discretion, delegate all or part of the powers hereby granted, under the conditions that he shall deem proper.

[●] de [●] de 2015

---

Assinatura(s)

[●], 2015

---

Signature(s)