

**TOTVS S.A.**  
**Corporate Taxpayer ID (CNPJ/MF) under No. 53.113.791/0001-22**  
**Commercial Registry under NIRE No. 35.300.153.171**

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**  
**HELD ON OCTOBER 27, 2016**

1. - **DATE, TIME AND PLACE OF THE MEETING:** Held on October 27, 2016, at 9:00 a.m, via conference call, as authorized under article 18, caput, of the Bylaws of TOTVS S.A. (“Company”).
  
2. - **BOARD:** Chairman Mr. Pedro Luiz Barreiros Passos; and Secretary Mr. Ricardo Correa Helfer.
  
3. - **CALL AND ATTENDANCE:** The meeting was duly called, in accordance with article 18, paragraph 1 of the Company’s bylaws. All members of the Board of Directors were present, as follows: Mrs. Pedro Luiz Barreiros Passos; Germán Pasquale Quiroga Vilardo; Laércio José de Lucena Cosentino; Pedro Moreira Salles; Mauro Rodrigues da Cunha; Danilo Ferreira da Silva; Sérgio Foldes Guimarães; Wolney Edirley Gonçalves Betiol and Ms. Maria Helena dos Santos Fernandes de Santana.
  
4. **AGENDA:** Review and approval of the management reports and financial statements of the Company related to period ended on September 30, 2016.
  
5. - **RESOLUTIONS:** By unanimous vote, with no abstentions, and with no restrictions and in accordance with the recommendation of approval from the Audit Committee, the members of the Board of Directors approved the management reports and the financial statements of the Company related to period ended on September 30, 2016, as well as authorized the Officers of the Company to take all necessary disclosure measures with CVM and BM&FBovespa.

**6. - CLOSING, DRAW-UP AND APPROVAL OF THE MINUTES:** There being no further matters to discuss, the meeting was suspended to draw up these minutes, which were then read, approved and signed by all attending Board Members.

This is a free English translation of the original minutes drawn up in the Company's records.

São Paulo, October 27, 2016

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Ricardo Correa Helfer  
Secretary