

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

**SUMMARY OF THE MAIN DELIBERATIONS OF THE BOARD OF  
DIRECTORS HELD ON DECEMBER 16, 2016**

Dear Sirs,

We hereby send you the summary of the main resolutions held at the meeting of the Board of Directors of TOTVS S.A. ("Company") on December 16, 2016, at 9:00 a.m:

- (1) Approval of the budget of the Company for the year 2017, in accordance with item 19 (vii) of the bylaws.
- (2) Approval, pursuant to item 19 (xviii) of the bylaws, of the payment of interest on equity in the total amount of forty million, six hundred and fourteen thousand, five hundred and seventy-three reais and fifty-one centavos (R\$40,614,573.51), referring to the second semester of 2016, corresponding to R\$0.248642967 per share, which shall be included in the minimum mandatory dividends in accordance with article 34 of Company's bylaws. All shareholders registered as such on December 21, 2016 shall be entitled to receive the payment of the interest on equity. TOTVS' shares will be traded "ex-interest on equity" as of December 22, 2016. The interest on equity will be paid on May 10, 2017, with no monetary readjustment from December 21, 2016 to May 10, 2017.

Furthermore, we inform you that the minutes of the meeting of the Board of Directors will be available within seven (7) business days, provided through the IPE system, through EmpresasNet system.

Sincerely,

Ricardo Correa Helfer  
Secretary