

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING - TOTVS S.A 4/20/17

<p><b>1. Shareholder's name</b></p>
<p><b>2. Shareholder's CNPJ or CPF</b></p>
<p><b>3. E-mail address for the company to send confirmation that it has received the postal ballot paper</b></p>
<p><b>4. Instructions on how to cast your vote</b></p> <p><i>You must complete this remote voting form as a shareholder if you opt to vote by remote voting in accordance with CVM Instruction 481, as amended.</i></p> <p><i>In this case, the above fields must be completed with the shareholder's full name and federal taxpayer number (CNPJ or CPF), and an email address for contact.</i></p> <p><i>In addition, for this form to be considered valid and the votes recorded here to be counted in the quorum for the respective General Meeting:</i></p> <ul style="list-style-type: none"> <li>• <i>all fields below must be correctly completed, <b><u>with the exception of the multiple vote option;</u></b></i></li> <li>• <i>all pages must be initialed;</i></li> <li>• <i>you, the shareholder, or your legal representative(s), as applicable, must sign at the end in accordance with the relevant legislation; and</i></li> <li>• <i>signatures and other required documentation do not need to be notarized or consularized.</i></li> </ul>
<p><b>5. Instructions for sending your remote voting form</b></p> <p><i>If you opt to exercise your voting rights by remote voting form, you may: (i) complete this form and send it directly to the company; or (ii) transmit instructions for completion of the form to an appropriately qualified service provider:</i></p> <p><b>5.1. Postal and electronic address to send the remoting voting form, if the shareholder wishes to deliver the document directly to the company:</b></p> <p><i>The shareholder who opts to exercise his right to vote remotely, by sending directly to the Company, shall forward the following documents to Avenida Braz Leme, 1631 - 2º andar, city of São Paulo, State of São Paulo, Brazil, to the Investor Relations Office:</i></p> <ul style="list-style-type: none"> <li>(i) <i>physical form of the Remote Voting Form related to the General Meeting duly completed, initialed and signed; and</i></li> <li>(ii) <i>certified copy of the following documents:</i></li> </ul> <p><i>For individuals:</i></p>

- *identity document with a Picture of the shareholder;*

*For legal entities:*

- *atest bylaws or consolidated social contract and the corporate documents proving the legal representation of the shareholder; and*
- *Identity document with a picture of the legal representative.*

*For investment funds:*

- *the latest consolidated regulation of the fund;*
- *latest bylaws or consolidated social contract of its director or manager, as the case may be, observing the voting policy of the fund, and corporate documents proving the powers of representation; and*
- *Identity document with a picture of the legal representative.*

*In relation to the documents indicated in items i and ii above, the Company requests, as the case may be, notarization, consularisation (with the exception of alternative procedures that may be admitted under international agreements or conventions).*

*The Remote Voting Form, accompanied by the respective documentation, will be considered only if received by the Company, fully completed, up to 7 days before the date of the Meeting.*

*Pursuant to Article 21-U of CVM Instruction 481, the Company will notify the shareholder if the documents received are sufficient for the vote to be considered valid, or the procedures and deadlines for eventual rectification or resubmission, if necessary.*

**5.2. Indication of the institution contracted by the company to provide the bookkeeping service of securities, with name, physical and electronic address, telephone and contact person:**

*Shareholders holding shares issued by the Company that are deposited in a central depository may transmit the voting instructions to complete the Remote Voting Form through their respective custodian agents, if they provide this type of service.*

*Banco Itaú, the stock exchange bookkeeping of TOTVS, through an electronic platform, may also carry out the collection and transmission of voting instructions. For this, the shareholder must register on the Itaú Securities Services Assembleia Digital website (<https://www.itaubr.com.br/securitiesservices/assembleiadigital/>).*

**6. Voting Instructions for the Ordinary and Extraordinary Shareholder's Meeting**

*Appreciate the managers accounts, review, discuss and vote the financial statements of the Company related to the fiscal year ended on December 31, 2016.*

***[ ] Approve    [ ] Reject    [ ] Abstain***

*Resolve on the capital budget for the purpose of the Art. 196 of the Law number 6.404/76:*

***[ ] Approve    [ ] Reject    [ ] Abstain***

*Resolve on the allocation of the net income of the fiscal year and dividends distribution:*

***[ ] Approve    [ ] Reject    [ ] Abstain***

*Election of a member of the Board of Directors nominated by Management.*

*Candidate – **Henrique Andrade Trinckquel***

***[ ] Approve    [ ] Reject    [ ] Abstain***

<p><i>Election of a member of the Board of Directors nominated by Management.</i></p> <p>Candidate – <b>Maria Letícia de Freitas Costa</b></p> <p><input type="checkbox"/> <b>Approve</b>    <input type="checkbox"/> <b>Reject</b>    <input type="checkbox"/> <b>Abstain</b></p>
<p><i>Election of a member of the Board of Directors nominated by Management.</i></p> <p>Candidate – <b>Gilberto Mifano</b></p> <p><input type="checkbox"/> <b>Approve</b>    <input type="checkbox"/> <b>Reject</b>    <input type="checkbox"/> <b>Abstain</b></p>
<p><i>Resolve on the annual global compensation of the members of the Board of Directors and Executive Officers for the fiscal year of 2017.</i></p> <p><input type="checkbox"/> <b>Approve</b>    <input type="checkbox"/> <b>Reject</b>    <input type="checkbox"/> <b>Abstain</b></p>
<p><i>Resolve on the capital increase through capitalization of the profit retention reserve, with the consequent amendment of the Art. 5 of the Company's bylaws.</i></p> <p><input type="checkbox"/> <b>Approve</b>    <input type="checkbox"/> <b>Reject</b>    <input type="checkbox"/> <b>Abstain</b></p>
<p><i>In case of approval of item above, resolve on the proposal to increase the authorized capital, with the consequent amendment of the the caput of Art. 6 of the Company's bylaws.</i></p> <p><input type="checkbox"/> <b>Approve</b>    <input type="checkbox"/> <b>Reject</b>    <input type="checkbox"/> <b>Abstain</b></p>
<p><i>Do you wish to set up a Fiscal Council (Conselho Fiscal) pursuant to Law 6404 (1976), art. 161?</i></p> <p><input type="checkbox"/> <b>Yes</b>            <input type="checkbox"/> <b>No</b></p>
<p><i>If this General Meeting is held on second call, do the above voting instructions also apply to the decisions to be made during the meeting held on second call?</i></p> <p><input type="checkbox"/> <b>Yes</b>            <input type="checkbox"/> <b>No</b></p>

[City], [date]

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Signed by [Shareholder's name]