



TOTVS S.A.
Publicly-held Company

Corporate Taxpayer's ID (CNPJ/MF): 53.113.791/0001-22
Corporate Registry (NIRE): 35.300.153.171

NOTICE TO SHAREHOLDERS

TOTVS S.A. (BM&FBOVESPA: TOTS3) ("Company" or "TOTVS"), hereby informs its shareholders and the market in general that, in the Ordinary and Extraordinary General Shareholders' Meeting held on this date, **the shareholders approved the payment of dividends by the Company** in the total amount of seven million, three hundred seventy-four thousand, nine hundred seventy-five reais and ninety-one centavos (R\$7,374,975.91), referring to the fiscal year ending on December 31, 2016, corresponding to R\$0.045149702 per share.

The payment of dividends above will be subject to the following conditions:

- 1.1. All shareholders registered as such on April 20, 2017 (inclusive) shall be entitled to receive the payment of dividends;
- 1.2. TOTVS' shares will be traded "ex-dividends" as of April 24, 2017;
- 1.3. The dividends will be paid on May 10, 2017, with no monetary readjustment; and
- 1.4. The dividends shall be paid without withholding income tax, in the following manner: (i) by automatic credit to the account of those shareholders with CPF/CNPJ (Individual Taxpayers Registry/Corporate Taxpayers' Registry) registration numbers who have given their banking details (Bank/Branch/Account Number), on May 10, 2017; (ii) Shareholders whose registration does not contain their individual or corporate taxpayer's number (CPF/CNPJ) or their bank/branch and/or current account number, the dividends will be paid as soon as they update their registration details at Banco Itaú S.A.; (iii) shareholders using fiduciary custodian accounts shall have their dividends paid according to the procedures defined by the Stock Exchanges.

São Paulo, April 20, 2017.

TOTVS S.A.

GILSOMAR MAIA SEBASTIÃO

Investor Relations Officer

INVESTOR RELATIONS

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