



**TOTVS S.A.**  
Publicly-Held Company

Corporate Taxpayer's Identification (CNPJ) No. 53.113.791/0001-22  
Company Registry (NIRE) No. 35.300.153.171

## **NOTICE TO SHAREHOLDERS**

### **Payment of Interest on Equity**

**TOTVS S.A.** (B3: TOTS3) ("Company" or "TOTVS") hereby informs its shareholders and the market in general that the Board of Directors, in a meeting held on this date, pursuant to the resolutions below, **approved the payment of interest on equity in the total amount of seventeen million, four hundred and thirty-four thousand, three hundred and twenty-nine reais and three centavos (R\$17,434,329.03)**, referring to the second semester of 2017, corresponding to R\$0.106693479 per share, which shall be included in the minimum mandatory dividends in accordance with article 34 of Company's By-laws.

The payment of interest on equity will be subject to the following conditions:

**1.** All shareholders registered as such on December 27, 2017 shall be entitled to receive the payment of the interest on equity; **2.** TOTVS' shares will be traded "ex-interest on equity" as of December 28, 2017; **3.** The interest on equity will be paid on May 09, 2018, with no monetary readjustment from this date to May 09, 2018, at the bank account and at the banking domicile of the Shareholder informed to Banco Itaú S.A.; **4.** Shareholders whose registration does not contain their individual or corporate taxpayer's number (CPF/CNPJ) or their bank/branch and/or current account number, will have their payment credited as soon as they update their registration details at any branch of Banco Itaú S.A.; **5.** Payments will be subject to Income Tax withholding pursuant to the legislation in force; and **6.** For exempt Corporate Shareholders not to be subject to the withholding of income tax stated above, such Corporate Shareholders shall comply with the legislation in force by sending the proof of immune or exempt condition, which should be delivered until August 04, 2017, at the Company's headquarters at Avenida Braz Leme, nº 1000, Casa Verde - CEP: 02511-000 – São Paulo - SP - Phone: (11) 2099-7773, to the Investor Relations Department of TOTVS.

São Paulo, December 21, 2017

**Gilsomar Maia Sebastião**  
Investor Relations Officer

#### **Investor Relations**

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