

**TOTVS S.A.
COMPANHIA ABERTA**

**CNPJ/MF nº. 53.113.791/0001-22
NIRE 35.300.153.171**

**ATA DE ASSEMBLEIA GERAL EXTRAORDINÁRIA
REALIZADA EM 10 DE JUNHO DE 2015**

- 1. DATA, HORÁRIO E LOCAL:** Realizada no dia 10 de junho de 2015, às 09h00 (nove horas), na sede social da Companhia, localizada na Avenida Braz Leme, nº 1.631, 2º andar, Bairro Jardim São Bento, na Cidade de São Paulo, Estado de São Paulo.
- 2. CONVOCAÇÃO:** Editais de convocação publicados no Diário Oficial do Estado de São Paulo, nos dias 05, 06 e 07 de maio de 2015, nas páginas 13, 31 e 48, respectivamente, e no Jornal Valor Econômico nos dias 05, 06 e 07 de maio de 2015, nas páginas E2, E3 e E3, respectivamente.
- 3. PRESENCAS:** Presentes acionistas representando 63,87% do capital social da Companhia.
- 4. COMPOSIÇÃO DA MESA:** Presidente da Mesa: Sra. Deborah Kirschbaum; Secretária da Mesa: Sra. Karen Harumi Hamada Moura.
- 5. ORDEM DO DIA:** Eleição de novo Conselheiro Independente, nos termos do artigo 16, parágrafos 1º e 2º, do Estatuto Social da Companhia, com mandato até a Assembleia Geral Ordinária de 2016, em substituição ao Sr. Luis Carlos Fernandes Afonso, cuja renúncia foi objeto do Comunicado ao Mercado datado de 13 de março de 2015.
- 6. DELIBERAÇÕES:** Os acionistas presentes na Assembleia elegem, por maioria de votos, o Sr. **Danilo Ferreira da Silva**, brasileiro, em união estável, advogado, portador da carteira de identidade RG nº 34.605.096-0 SSP/SP e inscrito no CPF/MF sob nº 294.854.338-08, residente e domiciliado na Capital do Estado do Rio de Janeiro, com endereço comercial na mesma cidade, na Rua do Ouvidor, 98, 9º andar, para o cargo de membro do Conselho de Administração da Companhia, a ser investido no cargo mediante assinatura do respectivo termo de posse no livro próprio, oportunidade em que fará a declaração de desimpedimento prevista em lei, para mandato que se encerrará na Assembleia Geral Ordinária de 2016, ou até que seja destituído ou substituído pela Assembleia Geral.
- 7. ESCLARECIMENTOS:** Foi autorizada a lavratura da presente ata na forma de sumário, nos termos do artigo 130, parágrafo 1º, da Lei nº 6.404/76, e sua publicação com a omissão das assinaturas dos acionistas, nos termos do artigo 130, parágrafo 2º, da Lei nº 6.404/76 e do artigo 10, parágrafo 6º, do Estatuto Social da Companhia.

PUBLIC EMPLOYEES' RETIREMENT SYSTEM; CENTRAL STATES SOUTHEAST AND SOUTHWEST AREAS PENSION FUND; CF DV EMERGING MARKETS STOCK INDEX FUND; CHANG HWA COMMERCIAL BANK, LTD., IN ITS CAPACITY AS MASTER CUSTODIAN OF NOMURA BRAZIL FUND; CHURCH OF ENGLAND INVESTMENT FUND FOR PENSIONS; CITIGROUP 401 (K) PLAN; CITY OF BALTIMORE EMPLOYEES RETIREMENT SYSTEM; CITY OF NEW YORK GROUP TRUST; CITY OF NEW YORK GROUP TRUST; CITY OF NEW YORK GROUP TRUST; CITY OF NEW YORK GROUP TRUST; CITY OF NEW YORK GROUP TRUST; CITY OF NEW YORK GROUP TRUST; CLEARWATER INTERNATIONAL FUND; COLLEGE RETIREMENT EQUITIES FUND; COLORADO PUBLIC EMPLOYEES RETIREMENT ASSOCIATION; COMGEST GROWTH PLC; COMMONWEALTH OF PENNSYLVANIA STATE EMPLOYEES RETIREMENT SYSTEM; COMMONWEALTH SUPERANNUATION CORPORATION; COMPASS AGE LLC; CORNELL UNIVERSITY; DIVERSIFIED MARKETS (2010) POOLED FUND TRUST; DREYFUS OPPORTUNITY FUNDS - DREYFUS STRATEGIC BETA EMERGING MARKETS EQUITY FUND; EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS - EMERGING MARKETS EQUITY FUND; EATON VANCE CORP.; EATON VANCE TRUST COMPANY COMMON TRUST FUND - PARAMETRIC STRUCTURED EMERGING MARKETS EQUITY COMMON TRUST FUND; EMERGING MARKETS EQUITY INDEX MASTER FUND; EMERGING MARKETS EQUITY INDEX PLUS FUND; EMERGING MARKETS EQUITY TRUST 4; EMERGING MARKETS EX-CONTROVERSIAL WEAPONS EQUITY INDEX FUND B; EMERGING MARKETS INDEX NON-LENDABLE FUND; EMERGING MARKETS INDEX NON-LENDABLE FUND B; EMERGING MARKETS PLUS SERIES OF BLACKROCK QUANTITATIVE PARTNERS, L.P.; EMERGING MARKETS SUDAN FREE EQUITY INDEX FUND; EMIRATES EMERGING MARKET EQUITY FUND LIMITED; EP LATIN AMERICA FUND; ESSEX COUNTY COUNCIL; EVANGELICAL LUTHERAN CHURCH IN AMERICA BOARD OF PENSIONS; FIDELITY ADVISOR SERIES VIII: FIDELITY ADVISOR EMERGING MARKETS FUND; FIDELITY EMERGING MARKETS FUND; FIDELITY FUNDS SICAV; FIDELITY INVESTMENT FUNDS - FIDELITY INDEX EMERGING MARKETS FUND; FIDELITY INVESTMENT TRUST: FIDELITY EMERGING MARKETS FUND; FIDELITY INVESTMENT TRUST: FIDELITY TOTAL INTERNATIONAL EQUITY FUND; FIDELITY RUTLAND SQUARE TRUST II: STRATEGIC ADVISERS EMERGING MARKETS FUND; FIDELITY SALEM STREET TRUST: FIDELITY SERIES GLOBAL EX U.S. INDEX FUND; FIDELITY SALEM STREET TRUST: SPARTAN EMERGING MARKETS INDEX FUND; FIDELITY SALEM STREET TRUST: SPARTAN GLOBAL EX U.S. INDEX FUND; FLORIDA RETIREMENT SYSTEM TRUST FUND; FRANKLIN TEMPLETON INVESTMENT FUNDS; FUTURE FUND BOARD OF GUARDIANS; GENESIS EMERGING MARKETS L.P.; GMAM INVESTMENT FUNDS TRUST; GOLDMAN SACHS GROWTH MARKETS EQUITY SUB-TRUST; GOLDMAN SACHS GROWTH MARKETS EQUITY SUB-TRUST N; GOLDMAN SACHS PROFIT SHARING MASTER TRUST; HAND COMPOSITE EMPLOYEE BENEFIT TRUST; HARMONY OVERSEAS EQUITY POOL; HARRIS ASSOCIATES INVESTMENT TRUST; HC CAPITAL TRUST THE INSTITUTIONAL INTERNATIONAL EQUITY PORTFOLIO;

HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO; HEWLETT PACKARD COMPANY TAX SAVING CAPITAL ACCUMULATION PLAN - ALLIANCE BERNSTEIN; HEWLETT-PACKARD COMPANY MASTER TRUST; HOUR-GLASS INTERNATIONAL SHARES SECTOR TRUST; HOWARD HUGHES MEDICAL INSTITUTE; INTERVENTURE EQUITY INVESTMENTS LIMITED; INVESCO DEVELOPING MARKETS FUND; INVESCO INTERNATIONAL SMALL COMPANY FUND; ISHARES MSCI BRAZIL CAPPED ETF; ISHARES MSCI BRIC ETF; ISHARES MSCI EMERGING MARKETS ETF; ISHARES MSCI EMERGING MARKETS MINIMUM VOLATILITY ETF; J.P. MORGAN EUROPE LIMITED AS TRUSTEES OF SCHRODER QEP GLOBAL ACTIVE VALUE FUND; J.P. MORGAN EUROPE LIMITED AS TRUSTEES OF SCHRODER QEP GLOBAL EMERGING MARKETS FUND; JAPAN TRUSTEE SERVICES BANK, LTD. RE: RTB NIKKO BRAZIL EQUITY ACTIVE MOTHER FUND; JAPAN TRUSTEE SERVICES BANK, LTD. SMTB EMERGING EQUITY MOTHER FUND; JNL/MELLON CAPITAL EMERGING MARKETS INDEX FUND; JOHN HANCOCK FUNDS II STRATEGIC EQUITY ALLOCATION FUND; JOHN HANCOCK VARIABLE INSURANCE TRUST INTERNATIONAL EQUITY INDEX TRUST B; JOHNSON & JOHNSON PENSION AND SAVINGS PLANS MASTER TRUST; JP MORGAN CHASE RETIREMENT PLAN; JPMORGAN BRAZIL EQUITY MASTER INVESTMENT TRUST; JPMORGAN BRAZIL INVESTMENT TRUST PLC; JPMORGAN EMERGING MARKETS INVESTMENT TRUST PLC; JPMORGAN FLEMING FUNDS LATIN AMERICA EQUITY FUND; JPMORGAN FUNDS; JPMORGAN FUNDS; JPMORGAN FUNDS; KAISER FOUNDATION HOSPITALS; KAISER FOUNDATION HOSPITALS; KAISER PERMANENTE GROUP TRUST; KAISER PERMANENTE GROUP TRUST; KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC; LAZARD ASSET MANAGEMENT LLC; LAZARD ASSET MANAGEMENT LLC; LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LTD.; LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LTD.; LEGAL AND GENERAL ASSURANCE (PENSIONS MANAGEMENT) LTD.; LEGAL AND GENERAL ASSURANCE SOCIETY LIMITED; LEGG MASON GLOBAL FUNDS, P.L.C.; LVIP BLACKROCK EMERGING MARKETS RPM FUND; M & G INVESTMENT MANAGEMENT LTD; M & G INVESTMENT MANAGEMENT LTD; MACQUARIE INVESTMENT MANAGEMENT LIMITED AS RESPONSIBLE ENTITY FOR WALTER SCOTT EMERGING MARKETS FUND; MAGNA UMBRELLA FUND PLC; MANAGED PENSION FUNDS LIMITED; MANAGED PENSION FUNDS LIMITED; MANAGED PENSION FUNDS LIMITED; MANNING & NAPIER FUND, INC. - EMERGING MARKETS SERIES; MANNING & NAPIER FUND, INC. INTERNATIONAL SERIES; MANNING & NAPIER FUND, INC. PRO-BLEND CONSERVATIVE TERM SERIES; MANNING & NAPIER FUND, INC. PRO-BLEND EXTENDED TERM SERIES; MANNING & NAPIER FUND, INC. PRO-BLEND MAXIMUM TERM SERIES; MANNING & NAPIER FUND, INC. PRO-BLEND MODERATE TERM SERIES; MANULIFE GLOBAL FUND; MARATHON EXEMPT FUND; MARATHON GLOBAL FUND PLC; MARATHON UCITS FUNDS; MARATHON UCITS FUNDS; MELLON BANK N.A EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN; MFS HERITAGE TRUST COMPANY COLLECTIVE INVESTMENT TRUST; MFS INTERNATIONAL NEW DISCOVERY

FUND; MINEWORKERS`PENSION SCHEME; MINEWORKERS`PENSION SCHEME;
MINISTRY OF STRATEGY AND FINANCE; MINISTRY OF STRATEGY AND
FINANCE; MISSOURI EDUCATION PENSION TRUST; NATIONAL COUNCIL FOR
SOCIAL SECURITY FUND; NATIONAL COUNCIL FOR SOCIAL SECURITY FUND;
NATIONAL WESTMINSTER BANK PLC ADO FIRST STATE INVESTMENTS ICVC
- FIRST STATE LATIN AMERICA FUND; NATIONAL WESTMINSTER BANK PLC
AS TRUSTEE OF LEGAL & GENERAL GLOBAL TECHNOLOGY INDEX TRUST;
NATIONAL WESTMINSTER BANK PLC AS TRUSTEE OF LEGAL AND GENERAL
GLOBAL EMERGING MARKETS INDEX FUND; NATIONAL WESTMINSTER
BANK PLC AS TRUSTEE OF THE LEGAL & GENERAL INTERNATIONAL INDEX
TRUST; NATIONAL WESTMINSTER BK PLC AS DEP OF M&G GLOBAL
EMERGING MKTS FUND A SUB FD OF M&G INVEST FDS (7); NAV CANADA
PENSION PLAN; NEW YORK STATE TEACHERS RETIREMENT SYSTEM; NEW
ZEALAND SUPERANNUATION FUND; NORGES BANK; NORTHERN TRUST
FIDUCIARY SERVICES (GUERNSEY) LIMITED AS TRUSTEE OF THE SAUDI
ARAMCO SEVERANCE, RETIR; NORTHERN TRUST INVESTMENT FUNDS PLC;
NORTHWESTERN UNIVERSITY; NTGI - QUANTITATIVE MANAGEMENT
COLLECTIVE FUNDS TRUST; NZAM EM8 EQUITY PASSIVE FUND; OFI MULTI
SELECT; OMERS ADMINISTRATION CORPORATION; ONTARIO PUBLIC
SERVICE EMPLOYEES UNION PENSION TRUST FUND; PANAGORA GROUP
TRUST; PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO; PUBLIC
EMPLOYEES RETIREMENT SYSTEM OF OHIO; PUBLIC EMPLOYEES
RETIREMENT SYSTEM OF OHIO; PUBLIC EMPLOYEES RETIREMENT SYSTEM
OF OHIO; PUBLIC SECTOR PENSION INVESTMENT BOARD; PYRAMIS GLOBAL
EX U.S. INDEX FUND LP; RBC DEXIA INVESTOR SERVICES TRUST AS TRUSTEE
FOR THE CANADA POST CORPORATION PENSION PLAN; RBC EMERGING
MARKETS DIVIDEND FUND; RBC EMERGING MARKETS EQUITY FUND; RBC
EMERGING MARKETS EQUITY FUND (USA); RBC EMERGING MARKETS SMALL
CAP EQUITY FUND (USA); RBC EMERGING MARKETS SMALL-CAP EQUITY
FUND; ROGERSCASEY TARGET SOLUTIONS, LLC; ROYCE DIVIDEND VALUE
FUND; ROYCE GLOBAL VALUE FUND; ROYCE GLOBAL VALUE TRUST, INC.;
ROYCE HERITAGE FUND; ROYCE INSTITUTIONAL, LLC; ROYCE
INTERNATIONAL PREMIER FUND; ROYCE VALUE TRUST, INC.; RUSSELL
INSTITUTIONAL FUNDS, LLC - RUSSELL EMERGING MARKETS EQUITY PLUS
FUND; SCHRODER QEP EMERGING MARKETS FUND; SCHWAB EMERGING
MARKETS EQUITY ETF; SMALLER COMPANIES PORTFOLIO OF THE GENESIS
EMERGING MARKETS OPPORTUNITIES FUND LIMITED; SPDR MSCI ACWI EX-
US ETF; SSGA MSCI BRAZIL INDEX NON-LENDING QP COMMON TRUST FUND;
STATE OF OREGON; STATE OF OREGON; STATE STREET BANK AND TRUST
COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS;
STATE STREET BANK AND TRUST COMPANY INVESTMENT FUNDS FOR TAX
EXEMPT RETIREMENT PLANS; STATE STREET TRT LTD AS DEP FOR SCOTTISH
WID TRA AND SPECIALIST INV FDS ICVC - LATIN AMERICAN FUND;
STICHTING F&C MULTI MANAGER EMERGING EQUITY ACTIVE; T. ROWE
PRICE GLOBAL ALLOCATION FUND, INC.; T. ROWE PRICE INTERNATIONAL
SMALL-CAP EQUITY TRUST; T.ROWE PRICE INTERNATIONAL DISCOVERY

FUND; TEACHER RETIREMENT SYSTEM OF TEXAS; TEACHER RETIREMENT SYSTEM OF TEXAS; TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS; THE BANK OF KOREA; THE BANK OF KOREA; THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST; THE BOEING COMPANY EMPLOYEE RETIREMENT PLANS MASTER TRUST; THE CALIFORNIA ENDOWMENT; THE GENESIS EMERGING MARKETS INVESTMENT COMPANY (SICAV); THE GENESIS GROUP TRUST FOR EMPLOYEE BENEFIT PLANS; THE HIGHCLERE INTERNATIONAL INVESTORS EMERGING MARKETS SMID FUND; THE HIGHCLERE INTERNATIONAL INVESTORS SMID FUND; THE MARATHON-LONDON GLOBAL INVESTMENT TRUST I; THE MASTER TRUST BANK OF JAPAN, LTD AS TRUSTEE OF DAIWA BRAZIL STOCK OPEN - RIO WIND -; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045828; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045829; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MTBJ400045833; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045792; THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE FOR MUTB400045794; WSIB INVESTMENTS PUBLIC EQUITIES POOLED FUND TRUST, representados por **Anderson Carlos Koch**; LUMINUS FUNDO DE INVESTIMENTO DE AÇÕES; NEO NAVITAS MASTER FIA, representados por **Paula Maria de Olavarria Gotardello**, **Anderson Carlos Koch** e **Christiano Marques de Godoy**; LAÉRCIO JOSÉ DE LUCENA COSENTINO; ERNESTO MÁRIO HABERKORN; LC EH PARTICIPAÇÕES E EMPREENDIMETOS S.A., representados por **Rodrigo Sanches Marcon**; FUNDACAO PETROBRAS DA SEGURIDADE SOCIAL – PETROS, representada por **Veronica Echavarren Armentano**; BB ACOES TECNOLOGIA FUNDO DE INVESTIMENTO; BB ECO GOLD FDO DE INV EM ACOES; BB PREVIDENCIARIO ACOES GOVERNANCA FI; BB SML1 FUNDO DE INV EM ACOES; BB TERRA DO SOL FI MM; BB TOP ACOES IBRX INDEXADO FI ; BB TOP ACOES SMALL CAPS FUNDO DE INVESTIMENTO; BB ETF S&P DIVIDENDOS BRASIL FUNDO DE ÍNDICE; BRASIL PREV TOP PLUS FUNDO DE INVESTIMENTO DE ACOES, representados por **Marila Santos de Carvalho Bressane**.

Declaro que a presente é cópia fiel da ata original lavrada em livro próprio, e que todos os documentos de representação dos acionistas foram conferidos pela Mesa e arquivados na sede da Companhia.

São Paulo, 10 de junho de 2015.

MESA:

Deborah Kirschbaum
Presidente da Mesa

Karen Harumi Hamada Moura
Secretária da Mesa